

FLORAMEDIA (UK) LIMITED

Directors' Report And Financial Statements

For the year ended 31 December 2013



FLORAMEDIA (UK) LIMITED

COMPANY INFORMATION

Directors	R N G Mathias M Bezemer (Appointed 5 September 2013)
Secretary	I Chaplin
Company number	01567452
Registered office	Axis Two Brunel Way Severalls Business Park Colchester Essex C04 9QX
Auditors	Kingston Smith LLP Orbital House 20 Eastern Road Romford Essex RM1 3PJ

FLORAMEDIA (UK) LIMITED

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FLORAMEDIA (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their report and financial statements for the year ended 31 December 2013

Principal activities

The principal activity of the company continued to be that of the production of sales and marketing materials for use in the horticulture and allied trades

Directors

The following directors have held office since 1 January 2013

P H Van Niekerk	(Resigned 5 September 2013)
R N G Mathias	
M Bezemer	(Appointed 5 September 2013)

Auditors

In accordance with the company's articles, a resolution proposing that Kingston Smith LLP be reappointed as auditors of the company will be put at a General Meeting

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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

FLORAMEDIA (UK) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



R N G Mathias

Director

24 January 2014

FLORAMEDIA (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FLORAMEDIA (UK) LIMITED

We have audited the financial statements of Floramedia (UK) Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's 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 Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

FLORAMEDIA (UK) LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF FLORAMEDIA (UK) LIMITED

Matters on which we are required to report by exception

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

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



Brian Pope (Senior Statutory Auditor)
for and on behalf of Kingston Smith LLP

24 January 2014

Chartered Accountants
Statutory Auditor

Orbital House
20 Eastern Road
Romford
Essex
RM1 3PJ

FLORAMEDIA (UK) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013 £	2012 £
Turnover	2	3,996,361	5,196,303
Cost of sales		(2,474,195)	(3,360,931)
Gross profit		1,522,166	1,835,372
Administrative expenses		(1,489,695)	(1,682,923)
Operating profit	3	32,471	152,449
Other interest receivable and similar income	4	83	212
Other finance income	4	-	42,779
Profit on ordinary activities before taxation		32,554	195,440
Tax on profit on ordinary activities	5	(14,841)	(55,896)
Profit for the year	14	17,713	139,544

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

FLORAMEDIA (UK) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2013

	Notes	2013 £	£	2012 £	£
Fixed assets					
Intangible assets	7		8,372		9,042
Tangible assets	8		196,933		269,098
			<u>205,305</u>		<u>278,140</u>
Current assets					
Stocks		507,002		505,188	
Debtors	9	1,158,222		1,174,326	
Deferred tax asset	9	33,409		39,047	
Cash at bank and in hand		69,922		62,866	
		<u>1,768,555</u>		<u>1,781,427</u>	
Creditors amounts falling due within one year	10	<u>(1,032,826)</u>		<u>(1,136,246)</u>	
Net current assets			<u>735,729</u>		<u>645,181</u>
Total assets less current liabilities			<u><u>941,034</u></u>		<u><u>923,321</u></u>
Capital and reserves					
Called up share capital	13		500,000		500,000
Profit and loss account	14		441,034		423,321
Shareholders' funds	15		<u><u>941,034</u></u>		<u><u>923,321</u></u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

Approved by the Board and authorised for issue on 24 January 2014



R N G Mathias
Director

Company Registration No 01567452

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

1.3 Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year. Turnover is recognised upon dispatch of products or when the right to income is earned

1.4 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 5 years

1.5 Intangible assets

Intangible assets other than goodwill are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives of 20 years

1.6 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Land and buildings	Straight line over the life of the lease
Plant and machinery	20% and 33 3% straight line

1.7 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

1.8 Stock

Stock is valued at the lower of standard cost and net realisable value, after making due allowance for obsolete and slow moving items

1.9 Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable

1.10 Deferred taxation

In accordance with FRS 19, deferred tax is recognised as a liability or asset if transactions or events that give the company the obligation to pay more tax in future or a right to pay less tax in future have occurred by the balance sheet date

2 Turnover

In the year to 31 December 2013 6% (2012 - 6%) of the company's turnover was to markets outside the United Kingdom

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

3	Operating profit	2013	2012
		£	£
	Operating profit is stated after charging		
	Depreciation of tangible assets and amortisation of intangible assets	87,299	77,129
	(Profit)/loss on foreign exchange	(4,109)	3,208
	Auditors' remuneration	18,700	14,000
	Directors' remuneration	118,301	132,038
	Loss on disposal of tangible assets	3,735	4,035
		<u> </u>	<u> </u>
4	Investment income	2013	2012
		£	£
	Bank interest	83	212
	Interest receivable from group company	-	42,779
		<u> </u>	<u> </u>
		83	42,991
		<u> </u>	<u> </u>

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

5	Taxation	2013	2012
		£	£
	Domestic current year tax		
	U K corporation tax	9,203	47,166
	Total current tax	9,203	47,166
	Deferred tax		
	Deferred tax charge current year	5,638	8,730
		14,841	55,896
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	32,554	195,440
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.00% (2012 - 24.00%)	7,487	46,906
	Effects of		
	Non deductible expenses and provision movements	(2,160)	8,304
	Capital allowances and depreciation	3,778	(9,001)
	Change of tax rate	98	957
		1,716	260
	Current tax charge for the year	9,203	47,166
6	Dividends	2013	2012
		£	£
	Ordinary final paid	-	2,300,000

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

7 Intangible fixed assets

	Databases £	Goodwill £	Total £
Cost			
At 1 January 2013 & at 31 December 2013	13,061	697,534	710,595
Amortisation			
At 1 January 2013	4,019	697,534	701,553
Charge for the year	670	-	670
At 31 December 2013	4,689	697,534	702,223
Net book value			
At 31 December 2013	8,372	-	8,372
At 31 December 2012	9,042	-	9,042

8 Tangible fixed assets

	Land and buildings £	Plant and machinery etc £	Total £
Cost			
At 1 January 2013	273,513	368,534	642,047
Additions	11,987	6,242	18,229
Disposals	(11,296)	(11,263)	(22,559)
At 31 December 2013	274,204	363,513	637,717
Depreciation			
At 1 January 2013	75,551	297,398	372,949
On disposals	(7,530)	(11,264)	(18,794)
Charge for the year	53,458	33,171	86,629
At 31 December 2013	121,479	319,305	440,784
Net book value			
At 31 December 2013	152,725	44,208	196,933
At 31 December 2012	197,962	71,136	269,098

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

9 Debtors	2013	2012
	£	£
Trade debtors	772,817	1,094,829
Amounts owed by group undertakings and undertakings in which the company has a participating interest	328,983	2,727
Other debtors	56,422	76,770
Deferred tax asset (see note 11)	33,409	39,047
	<u>1,191,631</u>	<u>1,213,373</u>

10 Creditors amounts falling due within one year	2013	2012
	£	£
Trade creditors	158,478	245,215
Amounts owed to group undertakings and undertakings in which the company has a participating interest	617,014	457,143
Taxation and social security	141,847	235,529
Other creditors	115,487	198,359
	<u>1,032,826</u>	<u>1,136,246</u>

Included within trade creditors is a balance of £88 (2012 £40) due to a director. No interest has been charged on this amount.

Included within other creditors is a balance of £42,664 (2012 £30,268) due to the personal pension scheme of a director.

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

11 Provisions for liabilities

The deferred tax asset (included in debtors, note 9) is made up as follows

	2013 £
Balance at 1 January 2013	(39,047)
Profit and loss account	5,638
Balance at 31 December 2013	<u>(33,409)</u>

	2013 £	2012 £
Decelerated capital allowances	(24,450)	(26,707)
Accruals for pension costs and other post-retirement benefits that will be deductible for tax purposes only when paid	(8,959)	(6,962)
Other timing differences	-	(5,378)
	<u>(33,409)</u>	<u>(39,047)</u>

12 Pension and other post-retirement benefit commitments Defined contribution

	2013 £	2012 £
Contributions payable by the company for the year	<u>26,054</u>	<u>25,461</u>

13 Share capital

	2013 £	2012 £
Allotted, called up and fully paid 500,000 Ordinary shares of £1 each	<u>500,000</u>	<u>500,000</u>

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

14 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 January 2013	423,321
Profit for the year	17,713
Balance at 31 December 2013	<u>441,034</u>

15 Reconciliation of movements in shareholders' funds

	2013 £	2012 £
Profit for the financial year	17,713	139,544
Dividends	-	(2,300,000)
Net addition to/(depletion in) shareholders' funds	<u>17,713</u>	<u>(2,160,456)</u>
Opening shareholders' funds	923,321	3,083,777
Closing shareholders' funds	<u>941,034</u>	<u>923,321</u>

16 Financial commitments

At 31 December 2013 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2014

	Land and buildings		Other	
	2013 £	2012 £	2013 £	2012 £
Operating leases which expire				
Within one year	-	50,962	3,049	4,928
Between two and five years	-	-	44,967	33,748
In over five years	60,000	59,333	-	-
	<u>60,000</u>	<u>110,295</u>	<u>48,016</u>	<u>38,676</u>

FLORAMEDIA (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2013

17 Control

The company's immediate controlling party and parent undertaking is Mercurius Media BV, a corporation organised and existing under the laws of the Netherlands

Mercurius Media Groep BV, a corporation organised and existing under the laws of the Netherlands has a 100% interest in Mercurius Media BV

Mercurius Groep Holding BV, a corporation organised and existing under the laws of the Netherlands, has a 95% interest in the Mercurius Media Groep BV

HAL Investments BV, a corporation organised and existing under the laws of the Netherlands, has a 100% interest in Mercurius Groep Holding BV

HAL Investments BV is the European investment subsidiary of HAL Holding NV, an international investment company based in Curaçao. All shares of HAL Holding NV are held by HAL Trust, a trust under Bermuda law and subject to a trust deed. The shares of the Trust are admitted to the official listing of Euronext Amsterdam NV.

The directors regard the company as being under the ultimate control of HAL Trust.

18 Related party relationships and transactions

As a wholly owned subsidiary of Mercurius Media BV, the company is exempt from the requirements of FRS 8 to disclose transactions with other members of that group headed by Mercurius Media Groep BV.