

JMWT Topco Limited

Report and Financial Statements

Period Ended

30 June 2013

Company Number 08233421

JMWT Topco Limited

Report and financial statements
for the period ended 30 June 2013

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Directors

L D Black
E D Alexanderson

Secretary and registered office

10 Norwich Street, Fleet Street, London, EC4A 1BD.

Company number

08233421

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

JMWT Topco Limited

Report of the directors for the period ended 30 June 2013

The directors present their report together with the audited financial statements for the period ended 30 June 2013.

Principal activities, trading review and future developments

The company was incorporated on 25th September 2012. On 2nd October 2012 JMWT Topco Limited purchased the combined shareholding of JMWT Midco Limited. JMWT Topco Limited is a wholly owned subsidiary of JMWT Acquisition LLP, itself ultimately controlled by the Black Family 1997 Trust. These financial statements cover the first period since incorporation to 30 June 2013.

The directors do not recommend the payment of a dividend.

There were no charitable or political contributions during the period.

Going concern

The directors have reviewed the Group's cash flow forecasts for the next 12 months and beyond. JMWT Topco Limited has sufficient funds in place to finance the business. Phaidon Global LLC, the holding company of JMWT Topco Limited, has indicated that it will support the company for the foreseeable future. As a result the Directors consider the business to have adequate access to finance, and consider the business to be a going concern.

Directors

The directors of the company during the period were:

B Ally (appointed 25th September 2012, resigned 16th October 2012)
L D Black (appointed 16th October 2012)
E D Alexanderson (appointed 16th October 2012)

JMWT Topco Limited

Report of the directors for the period ended 30 June 2013 (*continued*)

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;
- 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.

Auditor

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditor for the purposes of their audit and to establish that the auditor is aware of that information. The directors are not aware of any relevant audit information of which the auditor is unaware.

BDO LLP, who were appointed as first auditor of the company by the directors, have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

On behalf of the Board

E D Alexanderson

Director

Date

JMWT Topco Limited

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JMWT TOPCO LIMITED

We have audited the financial statements of JMWT Limited for the period ended 30 June 2013 which comprise 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 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 auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 30 June 2013;
- 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 the information given in the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

JMWT Topco Limited

Independent auditor's report

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.

*Scott McNaughton, (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom*

Date

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

JMWT Topco Limited

Profit and loss account for the year ended June 2013

The company has not presented its own profit and loss account in these financial statements as there was no activity for the current period. During the period, the company received no income and incurred no expenditure and therefore made neither profit or loss.

The notes on pages 5 to 8 form part of these financial statements.

JMWT Topco Limited

Balance sheet
at 30 June 2013

<i>Company number 08233421</i>	Note	£	£
Fixed assets			
Investments	2		27,470,001
			<hr/>
Total assets less current liabilities			27,470,001
			<hr/>
Capital and reserves			
Called up share capital	3		101
Share Premium	3		27,469,900
Profit and loss account			-
			<hr/>
Shareholders' funds - equity			27,470,001
			<hr/>

The financial statements were approved by the Board of Directors and authorised for issue on 18th December 2014.

E D Alexanderson

Director

The notes on pages 5 to 8 form part of these financial statements.

JMWT Topco Limited

Notes forming part of the financial statements for the period ended 30 June 2013

1 Accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards.

These are the first financial statements and relate to the period from incorporation to 30 June 2013.

The following principal accounting policies have been applied:

Basis of consolidation

The financial statements contain information about JMWT Topco Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of JMWT Acquisition LLP, a limited liability partnership registered in England & Wales.

Fixed asset investments

Fixed asset investments are held at cost less any permanent diminution in value.

2 Investments

Included in investments of the company are 100% interests in the ordinary share capital of:

Name	Country of incorporation	Nature of business
JMWT Midco Limited	UK	Holding company

JMWT Topco Limited has an indirect investment in the following companies::

Name	Country of incorporation	Nature of business
JMWT Limited	UK	Holding company
Phaidon Press Limited	UK	Book Publisher
Phaidon Sarl	France	Sale of books
Phaidon Verlag GmbH	Germany	Sale of books
Phaidon Press Inc	USA	Sale of books
Phaidon KK	Japan	Sale of books
Phaidon SRL	Italy	Sale of books
Phaidon Pty	Australia	Sale of books
PH Art AG	Switzerland	Design Services
Marylebone Retail Limited	UK	Retail

The notes on pages 5 to 8 form part of these financial statements.

JMWT Topco Limited

Notes forming part of the financial statements for the period ended 30 June 2013

3 Share capital

	Allotted, called up and fully paid Number	£
Ordinary shares of £1 each	<u>101</u>	<u>101</u>

On 03 October 2012 the company issued 100 ordinary shares with a nominal value of £1 each at a premium of £274,699.

4 Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related party disclosures" not to disclose transactions with members of the group headed by JMWT Acquisition LLP on the grounds that 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements.

5 Cash flow statement

The company is a wholly-owned subsidiary of JMWT Acquisition LLP and is included in the consolidated financial statements of JMWT Acquisition LLP, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing cash a flow statement under the terms of FRS 1 (revised 1996).

6 Ultimate parent company and controlling party

At 30 June 2013, the company was a wholly owned subsidiary of JMWT Acquisition LLP. The ultimate controlling party was the Black Family 1997 Trust. The company's ultimate parent company was PLB LLC, a company registered in the United States of America, which owns a 99.9% interest in JMWT Acquisition LLP, the largest UK registered entity of the group.

At 30 June 2013, the largest entity for which consolidated financial statements incorporating JMWT Topco Limited are prepared is JMWT Acquisition LLP. The smallest entity for which consolidated financial statements incorporating JMWT Topco Limited are prepared is JMWT Acquisition LLP.

7 Post balance sheet events

On 24 October 2013 JMWT Limited, a wholly owned subsidiary, purchased 2,110 preference shares in Phaidon Press Limited with a nominal value of £0.001 each at a premium of £999.999 each. Amounts previously paid by JMWT Limited were used to subscribe for these new preference shares, which carry no fixed coupon or redemption date and no contractual right to dividends.

The notes on pages 5 to 8 form part of these financial statements.