

Company Registration Number 06706464

THE SCOTT TRUST LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2015

Contents

List of Directors and advisers	2
Strategic report	3
Report of the directors	4
Directors' remuneration report	6
Independent auditors' report to the members of The Scott Trust Limited	7
Consolidated income statement	9
Consolidated statement of comprehensive income	10
Consolidated balance sheet	11
Consolidated statement of changes in equity	12
Consolidated statement of cash flows	12
Notes relating to the financial statements	13
Company financial statements of The Scott Trust Limited	17
Guardian Media Group plc annual report and financial statements 2015	Appendix 1

THE SCOTT TRUST LIMITED

List of directors and advisers

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Dame Liz Forgan DBE

Emily Bell

Andrew Graham

Alexander Graham

Will Hutton

Alan Rusbridger

Sir Anthony Salz

Jonathan Scott

Heather Stewart

Katharine Viner (appointed 1 June 2015)

Maleiha Malik (resigned 6 August 2014)

Andrew Miller (resigned 30 June 2015)

Company secretary

Philip Tranter

Independent Auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

WC2N 6RH

Solicitors

Freshfields Bruckhaus Deringer LLP

65 Fleet Street

London

EC4Y 1HS

Registered Office

PO Box 68164

Kings Place

90 York Way

London

N1P 2AP

Bankers

The Royal Bank of Scotland Group

Division of Large Corporate Banking

280 Bishopsgate

London

EC2M 4RB

THE SCOTT TRUST LIMITED

Strategic report

The directors present their strategic report, the report of the directors and the audited consolidated financial statements for the Group, comprising The Scott Trust Limited (the “Company”) and its subsidiaries, joint ventures and associate investments (“the Group”), for the year ended 29 March 2015.

In order to simplify these financial statements the Guardian Media Group plc annual report and financial statements 2015 have been included in Appendix 1. Cross references to the Guardian Media Group plc annual report and financial statements have been made where the information is the same. Also for simplicity the note numbers in both sets of financial statements are the same.

Activities and business review

The Scott Trust Limited is the holding company for Guardian Media Group plc whose annual report and financial statements are contained in Appendix 1 to this report. The principal activity of the Group is the dissemination of news, information and advertising material by way of digital and print media.

Operating and financial performance

The Group results for the year are set out in the consolidated income statement on page 9.

A review of the Group’s performance and future prospects are contained in the strategic report in the annual report and financial statements of Guardian Media Group plc in Appendix 1.

Principal risks and uncertainties

A review of the Group’s principal risks and uncertainties are contained in the strategic report in the annual report and financial statements of Guardian Media Group plc in Appendix 1 and on the Guardian Media Group website in the statements from the chair, the chief executive and the chair of the Scott Trust.

On behalf of the Board

Dame Liz Forgan DBE

Chair

1 July 2015

THE SCOTT TRUST LIMITED - REGISTERED IN ENGLAND AND WALES 06706464

THE SCOTT TRUST LIMITED

Report of the directors

The Board does not envisage any major changes in the Company's activities in the foreseeable future.

Employee involvement and employment of disabled persons

The Group's policy on employee involvement and employment of disabled persons is set out in the report of the directors in the annual report and financial statements of Guardian Media Group plc in Appendix 1.

Directors and directors' interests

The directors of the Group who were in office during the year and up to the date of signing the financial statements are shown on page 2.

No director had any material transactions with the Group other than those set out in the directors' remuneration report and in the annual report and financial statements of Guardian Media Group plc in Appendix 1.

Corporate governance

The Group's statement on corporate governance can be found on the Guardian Media Group website: www.gmgplc.co.uk

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and the Parent Company 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 Group and the Company and of the profit or loss of the Group 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 IFRSs as adopted by the European Union and applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Group and Parent Company financial statements respectively; and
- 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

In accordance with section 418 of the Companies Act 2006, each person who is a director at the date of approval of this report confirms that:

- so far as he or she is aware, there is no relevant audit information of which the Company's auditors are unaware;
- each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, its cash flows and liquidity position are described in the strategic report in the annual report and financial statements of Guardian Media Group plc in Appendix 1.

In addition, note 2 to the financial statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk. These reports are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1.

THE SCOTT TRUST LIMITED

Report of the directors (continued)

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

Events after the reporting year

Details of events after the reporting year are set out in note 26 of the annual report and financial statements of Guardian Media Group plc in Appendix 1.

On behalf of the Board

Dame Liz Forgan DBE

Chair

1 July 2015

THE SCOTT TRUST LIMITED - REGISTERED IN ENGLAND AND WALES 06706464

THE SCOTT TRUST LIMITED

Directors' remuneration report for the year ended 29 March 2015

Remuneration policy for chair and independent directors

The level of fees for the chair and independent directors is reviewed biennially and approved by the chair of Guardian Media Group plc. The chair and independent directors are not eligible for pension fund membership and will not participate in any of the Group's variable compensation plans. There was no increase in any fees approved at the biennial review in 2013/14. The fees are next due for review in 2015/16. Directors who are also executive directors of Guardian Media Group plc do not receive a fee.

Directors' contracts

Details of the service contracts of directors are as follows:

	Contract date	Contract unexpired term	Notice period	Contractual termination payments
Dame Liz Forgan DBE	29 October 2014	1 year 2 months	None	None
Emily Bell	1 December 2013	6 years 8 months	None	None
Alexander Graham	1 December 2013	6 years 8 months	None	None
Andrew Graham	29 October 2014	8 months	None	None
Will Hutton	29 October 2014	1 year 3 months	None	None
Alan Rusbridger ¹				
Sir Anthony Salz	9 March 2009	3 years 11 months	None	None
Jonathan Scott	1 October 2008	Not applicable	None	None
Heather Stewart	7 September 2011	3 years 5 months		
Maleiha Malik	1 October 2008	Not applicable	Left	None
Andrew Miller ¹				
Katharine Viner ¹				

¹ Details of the contracts of Alan Rusbridger, Andrew Miller and Katharine Viner are set out in the directors' remuneration report on the GMG website: www.gmgplc.co.uk

Directors' emoluments

	Directors fees 2015 £000	Directors fees 2014 £000
Dame Liz Forgan DBE	53	53
Emily Bell (from 1 December 2013)	11	15
Andrew Graham	11	11
Alexander Graham	11	11
Will Hutton	12	11
Alan Rusbridger ²	-	-
Sir Anthony Salz	11	11
Jonathan Scott	13	13
Heather Stewart	5	5
Katharine Viner (from 1 June 2015)	-	-
Maleiha Malik (to 6 August 2014)	5	11
Andrew Miller ² (to 30 June 2015)	-	-
Total	132	141

² The emoluments of Andrew Miller and Alan Rusbridger are set out in note 4 of the annual report and financial statements of Guardian Media Group plc in Appendix 1. They are not paid a separate fee for their services as directors of The Scott Trust Limited.

THE SCOTT TRUST LIMITED

Independent auditors' report to the members of The Scott Trust Limited

Report on the group financial statements

Our opinion

In our opinion, the The Scott Trust Limited's group financial statements (the "financial statements"):

- give a true and fair view of the state of the group's affairs as at 29 March 2015 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The Scott Trust Limited's financial statements comprise:

- the consolidated balance sheet at 29 March 2015;
- the consolidated income statement and the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the consolidated statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

Certain required disclosures have been presented elsewhere in the report of the directors and financial statements, rather than in the notes to the financial statements. These are cross-referenced from the financial statements and are identified as audited.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and IFRSs as adopted by the European Union.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion, we have not received all the information and explanations we require for our audit. We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities set out on page 4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the group's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

THE SCOTT TRUST LIMITED

Independent auditors' report to the members of The Scott Trust Limited (continued)

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK and Ireland). 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 group'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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the report of the directors and financial statements 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.

Other matter

We have reported separately on the parent company financial statements of The Scott Trust Limited for the year ended 29 March 2015.

John Baker (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
1 July 2015

THE SCOTT TRUST LIMITED

Consolidated income statement For the year ended 29 March 2015

	Note	2015 Before exceptional items £m	2015 Exceptional items £m	2015 Total £m	2014 Before exceptional items £m	2014 Exceptional items £m	2014 Total £m
Continuing operations							
Revenue		214.7	-	214.7	210.2	-	210.2
Operating costs	3	(260.3)	(2.9)	(263.2)	(251.2)	(7.5)	(258.7)
Operating loss		(45.6)	(2.9)	(48.5)	(41.0)	(7.5)	(48.5)
Income from other financial assets	5	13.5	-	13.5	5.4	-	5.4
Finance costs	6	(2.3)	-	(2.3)	(2.2)	-	(2.2)
Finance income	6	59.9	-	59.9	60.8	-	60.8
Other financing (costs)/income	6	(8.1)	-	(8.1)	4.1	-	4.1
Share of post-tax loss of joint ventures	12	(32.3)	-	(32.3)	(45.9)	-	(45.9)
Share of post-tax loss of associates	12	(0.1)	-	(0.1)	-	-	-
(Loss) before taxation		(15.0)	(2.9)	(17.9)	(18.8)	(7.5)	(26.3)
Income tax (charge)/credit	7	7.3	0.1	7.4	(3.1)	1.7	(1.4)
(Loss) for the year from continuing operations		(7.7)	(2.8)	(10.5)	(21.9)	(5.8)	(27.7)
Result/profit for the year attributable to discontinued operations	22	-	-	-	39.9	524.3	564.2
(Loss)/profit for the year		(7.7)	(2.8)	(10.5)	18.0	518.5	536.5

The notes on pages 13 to 16 are an integral part of these financial statements.

THE SCOTT TRUST LIMITED

Consolidated statement of comprehensive income For the year ended 29 March 2015

	Note	2015 £m	2014 £m
(Loss)/profit attributable to equity shareholders		(10.5)	536.5
Other comprehensive income:			
Actuarial (loss)/gain on post employment benefit obligations	27	(4.3)	1.0
Deferred taxation credit/(charge) on actuarial (loss)/gain	21	0.9	(0.2)
Total items that will not be reclassified subsequently to the consolidated income statement		(3.4)	0.8
Foreign exchange translation differences		1.0	(0.5)
Derecognition of changes in fair value on disposals of non-current other financial assets	8	(9.0)	(4.2)
Fair value gain - non-current other financial assets	8	60.8	1.0
Derecognition of fair value gain - current other financial assets		-	(0.5)
Deferred tax charge on gains arising on available for sale financial assets	21	(15.1)	-
Joint venture - share of movements on cash flow hedges and other items (continuing operations)	12	2.5	(0.3)
Joint venture - share of movements on cash flow hedges and other items (discontinued operations)	12	-	(0.9)
Total items that may be subsequently reclassified to the consolidated income statement		40.2	(5.4)
Other comprehensive income/(expense)		36.8	(4.6)
Total comprehensive income for the year		26.3	531.9
Total comprehensive income for the year arises from:			
- Continuing operations		26.3	(31.4)
- Discontinued operations	22	-	563.3
		26.3	531.9

The notes on pages 13 to 16 are an integral part of these financial statements.

THE SCOTT TRUST LIMITED
Consolidated balance sheet
As at 29 March 2015

	Note	2015 £m	2014 £m
Assets			
Non-current assets			
Goodwill	9	-	-
Other intangible assets	10	4.0	1.5
Property, plant and equipment	11	17.8	20.4
Investments accounted for using the equity method - joint ventures	12	319.0	293.3
Investments accounted for using the equity method - associates	12	3.3	3.4
Deferred income tax assets	21	-	7.0
Retirement benefit assets	27	2.3	2.4
Other financial assets - available for sale	8	634.9	161.8
Other financial assets	12	2.2	2.2
		983.5	492.0
Current assets			
Inventories	13	1.1	1.2
Trade and other receivables	14	43.4	40.1
Other financial assets - available for sale	8	160.5	-
Derivative financial instruments	8	-	0.5
Cash and cash equivalents	15	46.5	680.9
		251.5	722.7
Liabilities			
Current liabilities			
Financial liabilities	16	6.6	6.4
Trade and other payables	17	48.7	52.5
Current tax liabilities	18	0.2	0.4
Derivative financial instruments	8	3.6	-
Provisions for other liabilities and charges	20	1.4	3.9
		60.5	63.2
Net current assets		191.0	659.5
Total assets less current liabilities		1,174.5	1,151.5
Non-current liabilities			
Financial liabilities	16	44.4	48.4
Retirement benefit liabilities	27	2.1	-
Other non-current liabilities	19	13.7	13.4
Provision for other liabilities and charges	20	6.6	5.9
		66.8	67.7
Net assets		1,107.7	1,083.8
Shareholders' equity			
Share capital	23	0.2	0.2
Consolidation reserve		836.1	836.1
Retained earnings		271.4	247.5
Total equity		1,107.7	1,083.8

These financial statements on pages 9 to 16 were authorised for issue by the Board of directors on 1 July 2015 and signed on its behalf by:

Dame Liz Forgan DBE

Chair

THE SCOTT TRUST LIMITED – COMPANY REGISTRATION NO. 06706464

The notes on pages 13 to 16 form an integral part of these financial statements.

THE SCOTT TRUST LIMITED

Consolidated statement of changes in equity

For the year ended 29 March 2015

	Share capital (note 23)	Consolidation reserve	Retained earnings	Total equity
	£m	£m	£m	£m
At 31 April 2013	0.2	836.1	(284.4)	551.9
Profit for the year	-	-	536.5	536.5
Loss recognised directly in the consolidated statement of comprehensive income	-	-	(4.6)	(4.6)
At 30 March 2014	0.2	836.1	247.5	1,083.8
Loss for the year	-	-	(10.5)	(10.5)
Gain recognised directly in the consolidated statement of comprehensive income	-	-	36.8	36.8
Step up in carrying value of joint venture	-	-	(2.4)	(2.4)
At 29 March 2015	0.2	836.1	271.4	1,107.7

Consolidated statement of cash flows

For the year ended 29 March 2015

	Note	2015 £m	2014 £m
Cash flow from operating activities			
Cash used in operations	25	(54.8)	(40.4)
Income tax paid		(0.1)	(0.1)
Net cash used in operating activities		(54.9)	(40.5)
Cash flow from investing activities			
Purchase of other intangible assets	10	(3.2)	(1.4)
Purchase of other non - current financial assets	8	(623.2)	(40.7)
Sale of other non - current financial assets	8	52.6	34.9
Proceeds from sale of property, plant and equipment	11	2.0	-
Purchase of property, plant and equipment	11	(4.2)	(1.6)
Proceeds from the sale of trade and assets		0.7	-
Interest received	6	1.9	0.6
Dividends received from unlisted investments		3.0	-
Purchase of unlisted investments		-	(2.0)
Repayment of loans and interest from joint venture	22	-	310.2
Proceeds from the sale of share in joint venture	22	-	306.6
Proceeds from the sale of subsidiaries	22	-	16.7
Net cash (used in)/generated from investing activities		(570.4)	623.3
Cash flow from financing activities			
Finance lease principal payments		(6.4)	(6.1)
Drawdown of external borrowings		2.4	5.2
Interest paid	6	(1.4)	(1.6)
Exchange loss		(4.0)	2.2
Net cash used in financing activities		(9.4)	(0.8)
Net (decrease)/increase in cash and cash equivalents		(634.7)	582.5
Cash and cash equivalents at beginning of the year		680.9	98.9
Foreign exchange differences		0.3	(0.5)
Cash and cash equivalents at end of the year	15	46.5	680.9

The notes on pages 13 to 16 form an integral part of these financial statements.

THE SCOTT TRUST LIMITED

Notes relating to the financial statements

For the year ended 29 March 2015

1. Accounting policies

The accounting policies of The Scott Trust Limited are the same as those adopted by Guardian Media Group plc and are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 1.

2. Financial risk management

Details of financial risk management are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 2.

3. Operating costs (continuing operations)

	2015	2014
	£m	£m
Raw materials and consumables	18.5	18.9
Staff costs (see note 4)	121.1	118.0
Depreciation of property, plant and equipment	4.8	4.7
Other expenses	118.8	117.1
	263.2	258.7

Included within staff costs are exceptional items totalling £2.9 million (2014 £7.5 million) which relate to the Guardian News and Media restructuring costs of £2.4 million (2014 £7.2 million) and other group activities restructuring costs of £0.5 million (2014 £0.3 million).

	2015	2014
	£m	£m
The following items have been included in arriving at operating loss:		
Amortisation of other intangible assets	0.7	1.5
Profit on sale of property, plant and equipment	0.3	-
Profit on the sale of trade and assets	0.7	-
Other operating lease rentals payable:		
- Plant and machinery	0.1	0.1
- Property	5.6	6.3
Repairs and maintenance expenditure on property, plant and equipment	1.3	1.1
Trade receivables impairment	(0.4)	0.1

Services provided by the Group's auditors

Details of services provided by the Group's auditors are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 3.

Notes relating to the financial statements (continued)

4. Employees and directors

Details of employees and directors are set out in the directors' remuneration report on page 6 and in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 4.

5. Income from other financial assets

Details of income from other financial assets are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 5.

6. Finance income and costs

Details of finance income and costs are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 6.

7. Income tax

Details of income tax are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 7.

8. Other financial assets – available for sale

Details of non-current other financial assets – available for sale are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 8.

9. Goodwill

Details of goodwill are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 9.

10. Other intangible assets

Details of other intangible assets are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 10.

11. Property, plant and equipment

Details of property, plant and equipment are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 11.

12. Investments

Details of investments are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 12.

13. Inventories

Details of inventories are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 13.

14. Trade and other receivables

Details of trade and other receivables are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 14.

15. Cash and cash equivalents

Details of cash and cash equivalents are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 15.

16. Financial liabilities – borrowings

Details of financial liabilities - borrowings are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 16.

17. Trade and other payables – current

Details of trade and other payables are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 17.

18. Current tax liabilities

Details of current tax is set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 18.

THE SCOTT TRUST LIMITED

Notes relating to the financial statements (continued)

19. Other non-current liabilities

Details of other non-current liabilities are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 19.

20. Provisions for other liabilities and charges

Details of provisions are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 20.

21. Deferred taxation

Details of deferred taxation are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 21.

22. Discontinued operations

On 17 December 2013, the Group disposed of its interests in the Property Services division and on 28 February 2014 it disposed of its 50.1% interest in its joint venture, Trader Media Group Limited. Analysis of the results of these discontinued operations and the loss on their disposal are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 22.

23. Share capital

	2015 £m	2014 £m
Authorised, issued, called up and fully paid:		
1,000 (2014: 1,000) ordinary shares at £250 each	0.2	0.2

24. Dividends received

On 18 March 2015, the Guardian Media Group plc Board declared a dividend of 38.9p (2014 22.2p) per share on the ordinary share capital amounting to £350,000 (2014 £200,000) which was paid to The Scott Trust Limited on 18 March 2015.

25. Cash flow from operating activities

		2015 £m	2014 £m
	Note		
Loss before income tax (continuing operations)		(17.9)	(26.3)
Profit before tax of discontinued operations (wholly owned)	22	-	0.6
Profit after tax of discontinued operations (joint venture)	22	-	19.1
Interest receivable before tax (from joint venture)	22	-	26.1
(Loss)/profit before income tax (continuing and discontinued operations)		(17.9)	19.5
Adjustments for:			
Depreciation	11	4.8	4.8
Profit on sale of trade and assets		(0.7)	-
Profit on disposal of property, plant and equipment		(0.3)	-
Amortisation of other intangible assets	10	0.7	1.8
Income from non-current financial assets	5	(13.5)	(5.4)
Finance costs	6	2.3	2.2
Finance income	6	(59.9)	(86.9)
Other financing costs/(income)	6	8.1	(4.1)
Pensions	27	(2.2)	(2.0)
Share of loss of joint ventures after taxation	12	32.3	26.8
Share of loss of associates after taxation	12	0.1	-
Decrease in provisions		(1.8)	(2.4)
Changes in working capital (excluding effects of acquisitions and disposals of subsidiaries):			
Decrease in inventories		0.1	0.9
(Increase)/decrease in trade and other receivables		(3.3)	0.1
(Decrease)/increase in trade and other payables		(3.6)	4.3
Cash used in operations		(54.8)	(40.4)

Notes relating to the financial statements (continued)

26. Events after the reporting year

Details of events after the reporting year are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 26.

27. Pension commitments

Details of pension commitments are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 27.

28. Operating leases and similar commitments

Details of operating lease and similar commitments are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 28.

29. Capital commitments authorised

Details of capital commitments authorised are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 29.

30. Related party transactions

Transactions between subsidiary members of The Scott Trust Limited are not required to be disclosed as these transactions are fully eliminated on consolidation.

Details of related party transactions are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 30.

31. Ultimate controlling party

There is no ultimate controlling party.

32. Subsidiaries, joint ventures and associates

Subsidiaries, joint ventures and associates of the Guardian Media Group plc are set out in the annual report and financial statements of Guardian Media Group plc in note 32.

THE SCOTT TRUST LIMITED
2015 Company financial statements

THE SCOTT TRUST LIMITED

Report of the directors

The directors present their report and audited financial statements for the Company for the year ended 29 March 2015.

This report has been prepared in accordance with the special provisions of section 415A of the Companies Act 2006 relating to small companies. The directors have taken the exemption under this regime not to disclose the Strategic Report.

Activities and business review

The Company is the holding company for the Group. The profit for the financial year was £6,702 (2014 £20,662).

Directors

This information is shown on page 2 of The Scott Trust Limited report of the directors and financial statements.

Tax status

The Company is a close company for tax purposes.

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). [In preparing the group financial statements, the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB).] 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 the company and of the profit or loss of the [company and] group 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 IFRSs as adopted by the European Union [and IFRSs issued by IASB] and applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the group and parent company financial statements respectively;
- 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

The directors confirm that so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware and each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This statement is given and should be interpreted in accordance with the provision of S418 of the Companies Act 2006.

Going concern

The Group's statement on going concern is set out in the report of the directors in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 1.

On behalf of the Board

Dame Liz Forgan DBE
Chair

THE SCOTT TRUST LIMITED

Independent auditors' report to the members of The Scott Trust Limited

Report on the parent Company financial statements

Our Opinion

In our opinion, The Scott Trust Limited's company financial statements (the "financial statements"):

- give a true and fair view of the state of the parent Company's affairs as at 29 March 2015;
- 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.

What we have audited

The Scott Trust Limited's financial statements comprise:

- the Company balance sheet as at 29 March 2015; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

Certain required disclosures have been presented elsewhere in the report of the directors and financial statements, rather than in the notes to the financial statements. These are cross-referenced from the financial statements and are identified as audited.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- 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 financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities set out on page 4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

THE SCOTT TRUST LIMITED

Independent auditors' report to the members of The Scott Trust Limited (continued)

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the report of the directors and financial statements 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.

Other matter

We have reported separately on the group financial statements of The Scott Trust Limited for the year ended 29 March 2015.

John Baker (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
1 July 2015

THE SCOTT TRUST LIMITED

Company balance sheet As at 29 March 2015

	Note	2015 £m	2014 £m
Fixed assets			
Investments	4	0.2	0.2
Current assets			
Amounts owed by group undertakings		1.0	0.7
Creditors: amounts falling due within one year			
Amounts owed to group undertakings		0.7	0.4
Net current assets		0.3	0.3
Net assets		0.5	0.5
Capital and reserves			
Called up share capital	6	0.2	0.2
Profit and loss reserve	7	0.3	0.3
Total shareholders' funds		0.5	0.5

The financial statements on pages 21 to 22 were approved by the Board of directors on 1 July 2015 and signed on its behalf by:

Dame Liz Forgan DBE
Chair

THE SCOTT TRUST LIMITED – COMPANY REGISTRATION NO. 06706464

THE SCOTT TRUST LIMITED

Notes relating to the financial statements

1. Accounting policies

Accounting basis

The financial statements on pages 21 to 22 have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom (UK GAAP). Set out below is a summary of the more important accounting policies, which have been applied consistently throughout the year.

Cash flow statement

As the Group prepares consolidated financial statements under IFRS and prepares its own separate financial statements in accordance with UK accounting standards, the Company is exempt from publishing a cash flow statement.

Investments

Fixed asset investments are stated in the financial statements at cost less any provision for impairment.

Taxation

The Company provides for corporate taxation on the results for the year at the normal rate applicable to that year and recognises group relief when made available.

Amounts owed by/(to) group undertaking

Amounts owed by/(to) group undertakings are unsecured, interest free, have no fixed repayment date and are repayable/(payable) on demand.

2. Directors' emoluments

This information is shown on page 6 of The Scott Trust Limited report of the directors and financial statements. There are no other employees of the Company other than the directors.

3. Auditors' remuneration

The Company has incurred fees of £6,821 (2014 £6,623) during the year in respect of audit services.

4. Investments

	£m
Cost and net book value	
At 29 March 2015 and 30 March 2014	0.2

The Company owns 100% of the share capital of Guardian Media Group plc. The directors believe that the carrying value of the investment in its subsidiary undertaking is supported by the underlying assets.

5. Deferred taxation

The Company has an unprovided deferred tax asset of £120,016 (2014 £155,757) at the balance sheet date. No deferred tax is recognised on these trading losses as it is not regarded as more likely than not that there will be suitable taxable profits/gains against which they can be deducted. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws substantively enacted at the balance sheet date.

6. Called up share capital

	2015 £m	2014 £m
Authorised, issued, called up and fully paid:		
1,000 (2014: 1,000) ordinary shares of £250 each	0.2	0.2
	0.2	0.2

7. Profit and loss reserve

	2015 £m	2014 £m
At 30 March 2014	0.3	0.3
Profit for the year	-	-
At 29 March 2015	0.3	0.3

A separate profit and loss account dealing with the results of the Company has not been presented, as permitted by Section 408 of the Companies Act 2006.

8. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, are not required to be disclosed as these transactions are fully eliminated on consolidation.