

# The Scott Trust Limited

Annual Report and Consolidated Financial Statements

for the year ended 3 April 2022



# **The Scott Trust Limited**

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# **The Scott Trust Limited**

## **Company Information**

<b>Chairman</b>	Ole Jacob Sunde
<b>Directors</b>	Catherine Howarth David Olusoga Stuart Proffitt Matthew Ryder Vivian Schiller Russell Scott Haroon Siddique Katharine Viner
<b>Company secretary</b>	Stephen Godsell
<b>Registered office</b>	PO Box 68164 Kings Place 90 York Way London N1P 2AP
<b>Solicitors</b>	Freshfields Bruckhaus Deringer LLP 65 Fleet Street London EC4Y 1HS
<b>Bankers</b>	The Royal Bank of Scotland plc Corporate and Institutional Banking 135 Bishopsgate London EC2M 3UR
<b>Independent auditor</b>	BDO LLP Statutory Auditors 55 Baker Street London W1U 7EU

# **The Scott Trust Limited**

## **Strategic Report**

The directors present their strategic report, the report of the directors and the audited financial statements for the Group, comprising the The Scott Trust Limited (the "Company") and its subsidiaries, joint ventures and associate investments ("the Group"), for the period from 29 March 2021 to 3 April 2022.

In order to simplify these financial statements the Guardian Media Group plc annual report and financial statements 2022 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 ultimate parent company of the Guardian News and Media business (GNM), one of the world's leading news publishing organisations.

The Group has a portfolio of investments which are held in an endowment fund to generate returns to secure the long term future of the Guardian.

The Group results for the year are set out in the consolidated income statement on page 11.

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.

The Scott Trust has committed to investing, as part of the Group's endowment fund investment strategy, £42m in GMG Ventures, a venture capital fund designed to contribute financial returns to secure the long term future of the Guardian and to support the Group's strategy by investing in early stage businesses focused on developing the next generation of media technology.

### **Operating and financial performance**

The Group results for the year are set out in the consolidated income statement on page 11.

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 Limited.

### **Streamlined energy and carbon reporting**

The Group's streamlined energy and carbon reporting is included in the strategic report in the annual report and financial statements of Guardian Media Group plc.

### **Section 172 of the Companies Act**

The Group's Section 172 of the Companies Act reporting is included in the strategic report in the annual report and financial statements of Guardian Media Group plc.

On behalf of the Board

**Ole Jacob Sunde**  
**Chairman**

6 July 2022

**The Scott Trust Limited**  
**Registered in England and Wales No.06706464**

# **The Scott Trust Limited**

## **Directors' Report**

The directors present their report and the audited consolidated financial statements for the year ended 3 April 2022.

### **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 of the group**

The directors, who held office during the period, and up to the date of signing, unless otherwise stated, were as follows:

Ole Jacob Sunde - Chairman

Catherine Howarth

David Olusoga

Nils Pratley (resigned 15 June 2022)

Stuart Proffitt

Matthew Ryder

Vivian Schiller

Russell Scott

Katharine Viner

Emily Bell (resigned 10 November 2021)

Mary Ann Sieghart (resigned 10 November 2021)

Annette Thomas (resigned 1 July 2021)

The following director was appointed after the period end:

Haroon Siddique (appointed 15 June 2022)

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.

### **Dividends**

The directors do not recommend a dividend to be paid.

### **Corporate governance**

The Group's statement on corporate governance can be found on The Scott Trust website: [www.theguardian.com/the-scott-trust](http://www.theguardian.com/the-scott-trust) within the annual financial reports section. During the year, The Scott Trust Limited (STL) completed a corporate governance review, with a view to clarifying the roles of the STL and Guardian Media Group plc (GMG) boards. Following this review, two then-current STL Board members, Emily Bell and Mary Ann Sieghart, moved from the STL board to be appointed to the GMG board.

### **Directors' confirmations**

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have 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.

### **Section 172 of the Companies Act**

Reporting in accordance with Section 172 of the Companies Act is presented in the Strategic Report.

# **The Scott Trust Limited**

## **Directors' Report**

### **Going concern**

The financial position of the Group, its cash flows and liquidity position are described in the strategic report on page 2.

In addition, note 4 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.

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**

There have been no significant events between the balance sheet date and the date of approval of these financial statements.

### **Future developments**

Future developments have been discussed in the strategic report.

### **Directors' liabilities**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Group also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

On behalf of the Board

**Ole Jacob Sunde**  
**Chairman**

6 July 2022

**The Scott Trust Limited**  
**Registered in England and Wales No.06706464**

# **The Scott Trust Limited**

## **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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', 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 apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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 Scott Trust Limited

## Directors' Remuneration

### 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. Fees were last increased in line with inflation with effect from 1 April 2015. Directors who are also executive directors of Guardian Media Group plc do not receive a fee.

### Directors' contracts

Details of the terms of appointment of those directors in office on 3 April 2022 (being the year-end), or appointed subsequently, are as follows:

	<b>Appointment date</b>	<b>Contract unexpired term (6 July 2022)</b>	<b>Notice period</b>	<b>Contractual termination payments</b>
Ole Jacob Sunde	17 September 2015	3 years 3 months	None	None
Catherine Howarth	17 September 2015	3 months	None	None
David Olusoga	11 June 2018	1 year 2 months	None	None
Stuart Proffitt	17 September 2015	1 years 3 months	None	None
Matthew Ryder	27 March 2020	2 years 8 months	None	None
Vivian Schiller	17 September 2015	2 years 3 months	None	None
Russell Scott	17 September 2015	3 years 3 months	None	None
Haroon Siddique	15 June 2022	4 years 11 months	None	None

Katharine Viner is employed as Editor in Chief of the Guardian and Annette Thomas (resigned 1 July 2021) was GMG Chief Executive, their respective appointments as directors of The Scott Trust Limited are co-terminous with their respective executive positions. Details of their executive service contracts are set out in the Directors' Remuneration Report for Guardian Media Group plc.

### Directors' emoluments

	<b>2022 £000</b>	<b>2021 £000</b>
Ole Jacob Sunde	56	11
Alexander Graham (resigned 26 March 2021)	-	99
Emily Bell (resigned 10 November 2021)	9	11
Catherine Howarth	14	11
David Olusoga	14	11
Nils Pratley	14	11
Stuart Proffitt	14	11
Matthew Ryder	14	11
Anthony Salz (resigned 27 March 2020)	-	1
Vivian Schiller	14	11
Russell Scott	14	11
Mary Ann Sieghart (resigned 10 November 2021)	9	11
	<b>172</b>	<b>210</b>



# **The Scott Trust Limited**

## **Directors' Remuneration**

In the prior year, in response to the financial pressure and economic uncertainty resulting from the outbreak of the Covid-19 pandemic the executive directors agreed to take a 20% voluntary salary reduction and the non-executive directors agreed to take a 30% voluntary reduction to their fees. These voluntary reductions applied for the period 1 May - 31 December 2020. With effect from 1 January 2021 the reductions ceased and salaries/fees returned to their pre-covid level. None of the executive directors or non-executive directors received an increase to their underlying base salary during the year.

Alexander Graham left his role effective 26 March 2021 and received a one off payment of £45,000 as payment in lieu of notice.

Ole Jacob Sunde became interim chair on 26 March 2021 and was confirmed as permanent chair on 16 June 2021.

The emoluments of Katharine Viner and Annette Thomas are set out in note 12 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**

### **Opinion on the group financial statements**

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 3 April 2022 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of The Scott Trust Limited ("the Parent company") and its subsidiaries ("the Group") for the year ended 3 April 2022 which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, Company Statement of Financial Position, Company Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and, as regards the Parent Company financial statements, is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard FRS 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice) as applied in accordance with the provisions of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

# **The Scott Trust Limited**

## **Independent auditors' report to the Members of The Scott Trust Limited**

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Other Companies Act 2006 reporting**

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and Parent 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 in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### **Responsibilities of the Directors**

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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

### **Auditors' responsibilities for the audit of the financial statements**

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

### **Extent to which the audit was capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

# **The Scott Trust Limited**

## **Independent auditors' report to the Members of The Scott Trust Limited**

- We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- We have identified and assessed the potential risks related to irregularities, including fraud, by considering the following:
  - enquiries of management regarding: the compliance with laws and regulations; the detection and response to the risk of fraud and any knowledge of actual, suspected or alleged fraud; and the controls in place to mitigate risks related to fraud or non-compliance with laws and regulations; and
  - obtaining an understanding of the legal and regulatory framework in which the company operates. The key laws considered are international accounting standards in conformity with the Companies Act 2006.
- We have responded to risks identified by performing procedures including the following:
  - enquiry of in-house management concerning actual and potential litigation and claims;
  - performing analytical procedures to identify any unusual or unexpected relationships which may indicate risks of misstatement due to fraud; and
  - reading the minutes of meetings of those charged with governance.
- We have also considered the risk of fraud through management override of controls by:
  - testing on a sample basis the appropriateness of journal entries and other adjustments; and
  - assessing whether the judgements made in making accounting estimates are indicative of potential bias.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### **Use of our report**

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Paul Etherington (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor  
London

6 July 2022

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

# The Scott Trust Limited

## Consolidated Income Statement for the year ended 3 April 2022

	Note	2022 Before exceptional items £ m	2022 Exceptional items £ m	2022 Total £ m	2021 Before exceptional items £ m	2021 Exceptional items £ m	2021 Total £ m
<b>Revenue</b>	5	<b>255.8</b>	-	<b>255.8</b>	<b>225.5</b>	-	<b>225.5</b>
Raw materials and consumables used		(13.0)	-	<b>(13.0)</b>	(10.3)	-	<b>(10.3)</b>
Employee benefits expense		(131.0)	-	<b>(131.0)</b>	(121.0)	(9.6)	<b>(130.6)</b>
Depreciation and amortisation expense		(10.0)	-	<b>(10.0)</b>	(11.4)	-	<b>(11.4)</b>
Other expenses		<u>(92.4)</u>	-	<u><b>(92.4)</b></u>	<u>(82.9)</u>	<u>(1.5)</u>	<u><b>(84.4)</b></u>
<b>Operating profit/(loss)</b>		<u><b>9.4</b></u>	-	<u><b>9.4</b></u>	<u><b>(0.1)</b></u>	<u><b>(11.1)</b></u>	<u><b>(11.2)</b></u>
Finance income		2.0	-	<b>2.0</b>	2.4	-	<b>2.4</b>
Finance costs		<u>(3.5)</u>	-	<u><b>(3.5)</b></u>	<u>(4.0)</u>	-	<u><b>(4.0)</b></u>
Net finance cost	8	(1.5)	-	<b>(1.5)</b>	(1.6)	-	<b>(1.6)</b>
Other gains and losses	9	148.4	-	<b>148.4</b>	221.4	-	<b>221.4</b>
Share of loss of equity accounted investees	17	-	-	-	(0.1)	-	<b>(0.1)</b>
<b>Profit before tax</b>		<u><b>156.3</b></u>	-	<u><b>156.3</b></u>	<u><b>219.6</b></u>	<u><b>(11.1)</b></u>	<u><b>208.5</b></u>
Income tax expense	13	<u>(26.5)</u>	-	<u><b>(26.5)</b></u>	<u>(19.5)</u>	<u>1.2</u>	<u><b>(18.3)</b></u>
Profit for the period		<u><b>129.8</b></u>	-	<u><b>129.8</b></u>	<u>200.1</u>	<u>(9.9)</u>	<u><b>190.2</b></u>

The above results were derived from continuing operations.

Exceptional items are detailed in note 10.

# The Scott Trust Limited

## Consolidated Statement of Comprehensive Income for the year ended 3 April 2022

	Note	2022 £ m	2021 £ m
Profit for the period		<u>129.8</u>	<u>190.2</u>
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Actuarial gain/(loss) on defined benefit pension schemes before tax	29	3.2	(6.4)
Income tax effect	13	<u>(0.6)</u>	<u>1.2</u>
		2.6	(5.2)
<b>Items that may be reclassified subsequently to profit or loss</b>			
Foreign currency translation gains		<u>0.6</u>	<u>0.5</u>
<b>Total comprehensive income for the period</b>		<u><b>133.0</b></u>	<u><b>185.5</b></u>

# The Scott Trust Limited

(Registration number: 06706464)

## Consolidated Statement of Financial Position as at 3 April 2022

	Note	2022 £ m	2021 £ m
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	4.2	2.7
Intangible assets	15	2.7	2.2
Right of use assets	16	56.8	62.8
Investments in joint ventures	17	-	-
Investments held at fair value through profit or loss	18	1,156.1	1,015.7
Deferred tax assets	13	14.7	-
Other financial assets through profit and loss	18	62.1	41.8
		<u>1,296.6</u>	<u>1,125.2</u>
<b>Current assets</b>			
Inventories	19	0.8	0.4
Trade and other receivables	20	36.0	34.3
Income tax asset		1.4	0.6
Cash and cash equivalents	21	54.1	53.7
Investments held at fair value through profit or loss	18	75.9	77.2
Other financial assets	18	-	1.9
		<u>168.2</u>	<u>168.1</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	22	44.1	36.5
Other current financial liabilities	18	2.1	-
Provisions	23	6.4	10.3
Current portion of long term lease liabilities	24	8.3	8.2
		<u>60.9</u>	<u>55.0</u>
<b>Net current assets</b>		<u><b>107.3</b></u>	<u><b>113.1</b></u>
<b>Total assets less current liabilities</b>		<u><b>1,403.9</b></u>	<u><b>1,238.3</b></u>
<b>Non-current liabilities</b>			
Retirement benefit obligations	29	1.7	4.8
Provisions	23	5.0	5.4
Deferred tax liabilities	13	59.0	17.7
Long term lease liabilities	24	55.6	60.8
		<u>121.3</u>	<u>88.7</u>
<b>Net assets</b>		<u><b>1,282.6</b></u>	<u><b>1,149.6</b></u>

The notes on pages 17 to 25 form an integral part of these financial statements.

# The Scott Trust Limited

(Registration number: 06706464)

## Consolidated Statement of Financial Position as at 3 April 2022

	Note	2022 £ m	2021 £ m
<b>Equity</b>			
Share capital	25	0.2	0.2
Consolidation reserve		836.1	836.1
Retained earnings		<u>446.3</u>	<u>313.3</u>
Total equity		<u>1,282.6</u>	<u>1,149.6</u>

These financial statements were approved by the Board on 6 July 2022 and signed on its behalf by:

Ole Jacob Sunde  
Chairman



## The Scott Trust Limited

### Consolidated Statement of Changes in Equity for the year ended 3 April 2022

	Share capital £ m	Consolidation reserve £ m	Retained earnings £ m	Total equity £ m
At 29 March 2021	0.2	836.1	313.3	1,149.6
Profit for the period	-	-	129.8	129.8
Other comprehensive income	-	-	3.2	3.2
Total comprehensive income	-	-	133.0	133.0
<b>At 3 April 2022</b>	<b>0.2</b>	<b>836.1</b>	<b>446.3</b>	<b>1,282.6</b>

  

	Share capital £ m	Consolidation reserve £ m	Retained earnings £ m	Total equity £ m
At 30 March 2020	0.2	836.1	127.8	964.1
Profit for the period	-	-	190.2	190.2
Other comprehensive expense	-	-	(4.7)	(4.7)
Total comprehensive income	-	-	185.5	185.5
<b>At 28 March 2021</b>	<b>0.2</b>	<b>836.1</b>	<b>313.3</b>	<b>1,149.6</b>

The notes on pages 17 to 25 form an integral part of these financial statements.

# The Scott Trust Limited

## Consolidated Statement of Cash Flows for the year ended 3 April 2022

	Note	2022 £ m	2021 £ m
<b>Cash flows from operating activities</b>			
Cash from/(used in) operations	27	20.3	(4.5)
Income taxes paid	13	<u>(0.9)</u>	<u>(0.6)</u>
<b>Net cash from/(used in) operating activities</b>		<b><u>19.4</u></b>	<b><u>(5.1)</u></b>
<b>Cash flows from investing activities</b>			
Purchase of intangible assets	15	(2.3)	-
Purchase of property, plant and equipment	14	(3.7)	(1.4)
Purchase of investments held at FVTPL	18	(138.9)	(165.8)
Sale of investments held at FVTPL	18	133.5	194.3
Interest received		-	0.1
Dividends and other income received from unlisted investments		<u>0.4</u>	<u>-</u>
Net cash flows (used in)/from investing activities		(11.0)	27.2
<b>Cash flows from financing activities</b>			
Lease payments		<u>(8.1)</u>	<u>(10.0)</u>
<b>Net increase in cash and cash equivalents</b>		<b>0.3</b>	<b>12.1</b>
Cash and cash equivalents at 29 March		53.7	41.9
Effect of exchange rate fluctuations on cash held		<u>0.1</u>	<u>(0.3)</u>
<b>Cash and cash equivalents at 3 April</b>	<b>21</b>	<b><u>54.1</u></b>	<b><u>53.7</u></b>

The notes on pages 17 to 25 form an integral part of these financial statements.

# **The Scott Trust Limited**

## **Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022**

### **1 General information**

The company is a private company limited by share capital, incorporated and domiciled in England & Wales.

The address of its registered office is:

PO Box 68164  
Kings Place  
90 York Way  
London  
N1P 2AP

These financial statements were authorised for issue by the Board on 6 July 2022.

### **2 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 2. The financial statements of the Group are made up to the Sunday closest to 31 March each year. Consequently, the financial statements for the current year cover the 53 weeks ended 3 April 2022 and for the comparative year cover the 52 weeks ended 28 March 2021.

### **3 Critical accounting judgements and key sources of estimation uncertainty**

The critical accounting judgements and key sources of estimation uncertainty 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 3.

### **4 Financial risk management**

Details of foreign exchange risk and equity price risk are set out in note 18 for level 3 investment held in addition to those held by Guardian Media Group plc. Interest rate risk, credit risk, liquidity risk, capital risk management and cash flow risk remain unchanged and details of these risks are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 4.

### **5 Revenue**

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

### **6 Non-statutory performance measures**

Details of non-statutory performance measures of Guardian Media Group plc are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 6. No further information is provided for The Scott Trust Limited.

## The Scott Trust Limited

### Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

#### 7 Operating costs

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

#### 8 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 8.

#### 9 Other gains and losses

The analysis of the group's other gains and losses for the period is as follows:

	<b>2022</b> <b>£ m</b>	<b>2021</b> <b>£ m</b>
Net gain on investments held at fair value through profit or loss	152.4	209.0
(Loss)/gain from forward contracts to hedge foreign currency investments	(4.4)	12.4
Dividend income	<u>0.4</u>	<u>-</u>
	<u><u>148.4</u></u>	<u><u>221.4</u></u>

#### 10 Exceptional items

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

#### 11 Auditors' remuneration

Details of auditors' remuneration are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 11.

#### 12 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 12.

# The Scott Trust Limited

## Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

### 13 Income tax

Details of the reconciliation of the factors affecting the tax charged for the year and deferred tax assets/liabilities are set out below, details of other income tax disclosures are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 13.

Tax charged in the income statement

	2022 £ m	2021 £ m
<b>Current taxation</b>		
<b>Current taxation</b>		
UK corporation tax	0.2	-
Foreign tax	0.3	0.4
<b>Total current income tax</b>	<b>0.5</b>	<b>0.4</b>
<b>Deferred taxation</b>		
Arising from origination and reversal of temporary differences	17.9	17.9
Arising from changes in tax rates and laws	7.5	-
Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods	0.6	-
Total deferred taxation	26.0	17.9
<b>Tax expense in the income statement</b>	<b>26.5</b>	<b>18.3</b>
	2022 £ m	2021 £ m
Profit before tax	156.3	208.5
Tax on profit calculated at standard rate of 19% (2021: 19%)	29.7	39.6
<b>Adjustments relating to current tax:</b>		
(Income not taxable)/expenses not deductible	0.4	(1.1)
Foreign taxes paid	0.3	0.4
Impact of overseas tax rate difference	0.2	0.2
Utilised tax losses in the year	(1.2)	(1.8)
Losses not utilised in the year	-	0.9
Capital allowances in excess of depreciation	(3.5)	-
Adjustment to tax charge on investments held at FVTPL	(25.4)	(37.8)
<b>Current tax charge for the year</b>	<b>0.5</b>	<b>0.4</b>
<b>Adjustments relating to deferred taxation:</b>		
Adjustment to tax charge on investments held at FVTPL	29.6	38.4
Short term timing differences on accounting provisions	0.1	-
Recognition of deferred tax asset	(17.1)	(20.6)
Adjustments in respect of prior years	0.6	0.1
Remeasurement of deferred tax for changes in tax rates	12.8	-
<b>Deferred tax charge for the year</b>	<b>26.0</b>	<b>17.9</b>

# The Scott Trust Limited

## Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

	2022 £ m	2021 £ m
<b>Total tax charge</b>	<b>26.5</b>	<b>18.3</b>

### Factors that may affect future tax charges

In the 2021 Budget the government announced the UK corporation tax rate will increase to 25% with effect from 1 April 2023. The Group has therefore remeasured its UK deferred tax assets and liabilities at this higher rate of tax where these are expected to be realised or settled on or after 1 April 2023.

	Balance as at 29 March 2021 £ m	Adjustments in respect of prior years recognised in the income statement £ m	Temporary differences arising in the year recognised in the income statement £ m	Temporary differences arising in the year recognised in the consolidated statement of comp- rehensive income £ m	Balance as at 3 April 2022 £ m
Accelerated capital allowances on fixed assets	17.6	-	1.5	-	19.1
Short term and other timing differences	1.0	(0.1)	2.8	(0.6)	3.1
Investments held at FVTPL	(50.2)	1.9	(42.2)	-	(90.5)
Tax losses carried forward - UK	11.4	(2.3)	0.2	-	9.3
Tax losses carried forward - Overseas	2.5	-	12.2	-	14.7
<b>Total deferred tax asset/(liability)</b>	<b>(17.7)</b>	<b>(0.5)</b>	<b>(25.5)</b>	<b>(0.6)</b>	<b>(44.3)</b>

£14.7m is included within the balance sheet within non-current assets and £59.0m is included within non-current liabilities.

## The Scott Trust Limited

### Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

	Balance as at 30 March 2020 £ m	Adjustments in respect of prior years recognised in the income statement £ m	Temporary differences arising in the year recognised in the income statement £ m	Recognition of deferred tax asset in the income statement £ m	Temporary differences arising in the year recognised in the consolidated statement of comp- rehensive income £ m	Balance as at 28 March 2021 £ m
Accelerated capital allowances on fixed assets	5.6	-	-	12.0	-	17.6
Short term and other timing differences	(0.2)	-	-	-	1.2	1.0
Investments held at FVTPL	(11.8)	-	(38.4)	-	-	(50.2)
Tax losses carried forward	5.4	(0.1)	-	8.6	-	13.9
<b>Total deferred tax asset/(liability)</b>	<b>(1.0)</b>	<b>(0.1)</b>	<b>(38.4)</b>	<b>20.6</b>	<b>1.2</b>	<b>(17.7)</b>

Deferred tax assets have not been recognised where they relate to losses and tax reliefs in companies where their future utilisation cannot be considered probable. The Group has losses carried forward on which it is not recognising a deferred tax asset on of £97.8m (2021: losses of £178m including £64m of overseas losses, plus £9m in relating to timing differences on which deferred tax has not been recognised).

#### Tax on exceptional items

There is no tax in the current year in relation to exceptional items.

In the prior year the tax credit on exceptional costs of £11m is £1.2m. This is lower than the expected tax credit of £2.1 due to an increase of £0.9m of provisions for expenses not deductible in the period.

#### 14 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 14.

#### 15 Intangible assets

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

#### 16 Right-of-use assets

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

## The Scott Trust Limited

### Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

#### 17 Investments in joint ventures

Details of investments in joint ventures are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 17.

#### 18 Other financial assets

The below disclosures relate to other financial assets through profit and loss only.

Further details of investments held at fair value through profit or loss are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 18.

	2022 £ m	2021 £ m
<b>Other financial assets</b>		
Other financial assets through profit and loss	62.1	41.8

The following table shows a summary of the changes in the fair value of the above Level 3 unlisted shares during the year:

	Level 3 £ m
At 29 March 2021	41.8
Additions	5.6
Disposals	(0.2)
Fair value gains recognised in income statement	14.9
<b>At 3 April 2022</b>	<b>62.1</b>

Sensitivity analysis for Level 3 positions:

If the US Dollar had weakened/strengthened by 5% with all other variables held constant, the investments in level 3 US Dollar-denominated financial assets would have been approximately £0.6 million higher or £0.7 million lower.

The gains or losses on the investments would have been £0.7 million higher/lower if the actual returns had been 5% higher/lower over the last 12 months, with all other variables held constant.

For investments included in level 3, valuations are provided by the fund manager based on recent funding rounds or comparable transactions in public or private markets. The fund manager reports on a quarterly basis detailing the investment performance and valuation of the fund. These reports highlight any concerns about the performance of particular investments and valuations are adjusted accordingly.

Other financial assets are denominated in the following currencies:



## The Scott Trust Limited

### Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

	2022 £ m	2021 £ m
Sterling	48.8	36.5
US Dollar	13.2	5.2
Euros	0.1	0.1
	<u>62.1</u>	<u>41.8</u>

The Group has committed to investing £42m in GMG Ventures. The above unlisted shares represent the fair value of the investments made to date by GMG Ventures.

#### 19 Inventories

Details of inventories are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 19.

#### 20 Trade and other receivables

	2022 £ m	2021 £ m
Trade receivables	19.1	20.2
Provision for impairment of trade receivables	<u>(0.3)</u>	<u>(0.4)</u>
Net trade receivables	18.8	19.8
Accrued income	8.6	8.0
Prepayments	6.6	4.7
Other receivables	<u>2.0</u>	<u>1.8</u>
<b>Total current trade and other receivables</b>	<b><u>36.0</u></b>	<b><u>34.3</u></b>

Further 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 20.

#### 21 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 21.

#### 22 Trade and other payables

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 22.

#### 23 Provisions

Details of provisions are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 23.

#### 24 Leases

Details of leases are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 24.

# The Scott Trust Limited

## Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

### 25 Share capital

#### Allotted, called up and fully paid shares

	No.	2022 £ m	No.	2021 £ m
Ordinary Shares of £250 each	<u>1,000</u>	<u>0.2</u>	<u>1,000</u>	<u>0.2</u>

### 26 Dividends received

On 17 March 2022, the Guardian Media Group plc Board declared a dividend of 44.4p (2021: 33.3p) per share on the ordinary share capital amounting to £400,000 (2021: £300,000) which was paid to The Scott Trust Limited on 17 March 2022.

### 27 Cash flows from operating activities

	Note	2022 £ m	2021 £ m
<b>Cash flows from operating activities</b>			
Profit for the period		156.3	208.5
Adjustments for:			
Depreciation	14, 16	8.2	8.1
Amortisation of other intangible assets	15	1.8	3.3
Finance costs	8	3.5	3.2
Finance income	8	(2.0)	(2.4)
Other gains and losses		(148.4)	(220.6)
Pensions	29	0.1	(0.1)
Share of loss of joint ventures after taxation	17	-	0.1
(Decrease)/increase in provisions	23	<u>(4.3)</u>	<u>5.2</u>
		<b>15.2</b>	<b>5.3</b>
Working capital adjustments			
Increase in inventories		(0.4)	-
Increase in trade and other receivables		(1.6)	(0.9)
Increase/(decrease) in trade and other payables		<u>7.1</u>	<u>(8.9)</u>
<b>Cash from/(used in) operations</b>		<b><u>20.3</u></b>	<b><u>(4.5)</u></b>

### 28 Non-adjusting events after the financial 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 28.

### 29 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 29.

## The Scott Trust Limited

### Notes to the Financial Statements for the Period from 29 March 2021 to 3 April 2022

#### 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 other 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 Investments in subsidiaries, joint ventures and associates

Details of the group subsidiaries as at 3 April 2022 are as follows:

Name of subsidiary	Description of shares held	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the group	
			2022	2021
Guardian Media Group plc*	£ ordinary shares	England and Wales	100%	100%
The Scott Trust Endowment Limited*	£ ordinary shares	England and Wales	100%	0%
GMG Ventures LP*	N/A **	Limited Partnership England and Wales	0%	0%

\* indicates direct investment of The Scott Trust Limited

\*\* whilst the parent company holds no ownership or voting rights in GMG Ventures LP, it is considered to be a subsidiary by virtue of control of its activities by the parent company

Subsidiaries, joint ventures and associates of 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**  
**(Registration number: 06706464)**  
**Statement of Financial Position as at 3 April 2022**

	Note	2022 £ m	2021 £ m
<b>Non-current assets</b>			
Investments	4	34.2	27.9
Deferred tax assets		<u>0.1</u>	<u>-</u>
		<u>34.3</u>	<u>27.9</u>
<b>Current assets</b>			
Income tax asset		0.1	-
<b>Current liabilities</b>			
Trade and other payables	6	<u>(33.7)</u>	<u>(27.4)</u>
Net current liabilities		<u>(33.6)</u>	<u>(27.4)</u>
Net assets		<u><u>0.7</u></u>	<u><u>0.5</u></u>
<b>Equity</b>			
Called up share capital	7	0.2	0.2
Retained earnings		<u>0.5</u>	<u>0.3</u>
Shareholders' funds		<u><u>0.7</u></u>	<u><u>0.5</u></u>

The result for the year is £0.2m (2021: £nil).

These statements were approved by the Board on 6 July 2022 and signed on its behalf by:

Ole Jacob Sunde  
Chairman

**The Scott Trust Limited**  
**Statement of Changes in Equity for the year ended 3 April 2022**

	<b>Share capital £ m</b>	<b>Retained earnings £ m</b>	<b>Total £ m</b>
At 29 March 2021	0.2	0.3	0.5
Profit for the period	-	0.2	0.2
Total comprehensive income	-	0.2	0.2
At 3 April 2022	0.2	0.5	0.7

  

	<b>Share capital £ m</b>	<b>Retained earnings £ m</b>	<b>Total £ m</b>
At 30 March 2020	0.2	0.3	0.5
Total comprehensive income	-	-	-
At 28 March 2021	0.2	0.3	0.5

# **The Scott Trust Limited**

## **Notes to the Financial Statements for the year ended 3 April 2022**

### **1 Accounting policies**

#### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **Basis of preparation**

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS101). The financial statements have been prepared under the historical cost convention and in accordance with Companies Act 2006.

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. The result for the year is £0.2m (2021: £nil).

The financial statements of the company are made up to the Sunday closest to 31 March each year. Consequently, the financial statements for the current period cover the 53 weeks ended 3 April 2022 and for the comparative period cover the 52 weeks ended 28 March 2021.

#### **Summary of disclosure exemptions**

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IAS 1 'Presentation of financial statements': information on management of capital has not been presented. Comparative financial information in respect of paragraph 73 (E) of IAS 16 Property, plant and equipment and paragraph 118 (e) of IAS 38 Intangible assets has not been presented.
- IAS 7 'Statement of cash flows': a cash flow statement has not been presented.
- IAS 8 'Accounting policies, changes in accounting estimates and errors': disclosure in respect of new standards and interpretations that have been issued but which are not yet effective has not been provided.
- IAS 24 'Related party disclosures': key management personnel compensation has not been presented. Related party transactions entered into between two or more members of the group, provided that the subsidiary which is a party to the transaction is wholly owned by such a member have not been disclosed.
- IFRS 7 'Financial instruments disclosures': none of the disclosures required by IFRS 7 have been presented.
- IFRS 13 'Fair value measurement': none of the disclosures required by IFRS 13 have been presented.

#### **Going concern**

The financial statements have been prepared on a going concern basis.

#### **Other accounting policies**

All other accounting policies are as per the Group section of this report, note 2.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

### **2 Directors' remuneration**

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

### **3 Auditors' remuneration**

The company has incurred fees of £50,000 (2021: £46,000) during the year in respect of audit services.

**The Scott Trust Limited**  
**Notes to the Financial Statements for the year ended 3 April 2022**

**4 Investments**

**Subsidiaries**

**£ m**

**Cost or valuation**

At 30 March 2020	25.8
Additions	<u>2.1</u>
At 28 March 2021	<u>27.9</u>
At 29 March 2021	27.9
Additions	<u>6.3</u>
At 3 April 2022	34.2

**Provision**

At 28 March 2021	-
At 3 April 2022	<u>-</u>

**Cost and carrying amount**

At 3 April 2022	<u><u>34.2</u></u>
At 28 March 2021	<u><u>27.9</u></u>

Details of the subsidiaries as at 3 April 2022 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2022	2021
Guardian Media Group plc*	Holding company	England and Wales	100%	100%
The Scott Trust Endowment Limited	Investment holding	England and Wales	100%	0%
GMG Ventures LP	Investment holding	Limited Partnership England and Wales	0%	0%

\* indicates direct investment of The Scott Trust Limited

The registered office address is PO Box 68164, Kings Place, 90 York Way, London, N1P 2AP.

Whilst the company holds no ownership or voting rights in GMG Ventures LP, it is considered to be a subsidiary by virtue of control of its activities by the company.

Details of other group subsidiaries, joint ventures and associates are set out in the annual report and financial statements of Guardian Media Group plc in Appendix 1 note 34.

**The Scott Trust Limited**  
**Notes to the Financial Statements for the year ended 3 April 2022**

**5 Income tax**

**Deferred tax**

Deferred tax assets and liabilities

Deferred tax movement during the period:

	At 29 March 2021 £ m	Recognised in the income statement £ m	At 3 April 2022 £ m
Relating to losses and other deductions	-	0.1	0.1

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 Trade and other payables**

	2022 £ m	2021 £ m
Amounts due to related parties	33.7	27.4

**7 Share capital**

**Allotted, called up and fully paid shares**

	No.	2022 £ m	No.	2021 £ m
1000 ordinary shares of £250 each	1,000	0.2	1,000	0.2

**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.

**9 Ultimate controlling party**

There is no ultimate controlling party.