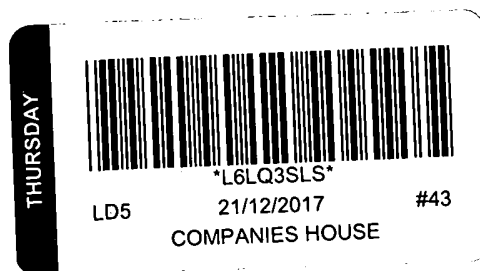


**ContentFilm (The Sea Change) Limited**

**Financial statements**  
**For the year ended 31 March 2017**



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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2017.

### Principal activity and review of business

The principal activity of the company is the exploitation of the rights of the live action feature film "The Sea Change".

### Results and dividends

The result for the financial year was £nil (2016: £nil).

£nil dividends were paid or proposed during the year (2016: £nil).

### Directors

The directors of the company who served during the year were as follows:

J Schmidt  
G Webb

### Directors' Responsibilities Statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

## **Directors' report** *(continued)*

In so far as each of the directors is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

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

### **Principal risks and uncertainties**

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately.

Accordingly, the principal risks and uncertainties of Kew Media Group Inc (formerly Content Media Corporation Limited), the Company's ultimate undertaking are discussed within the 'Principal risks and uncertainties' paragraph in the directors' report of the financial statements of Kew Media Group Inc, which do not form part of this report.

### **Small companies exemption**

In preparing this report, the directors have taken advantage of the small companies exemption in Part 15 of the Companies Act 2006.

### **Auditors**

Grant Thornton UK LLP offer themselves for re-appointment as auditors in accordance with section 487(2) of the Companies Act 2006.

By order of the board

  
**G Webb**  
Secretary

19-21 Heddon Street  
London  
W1B 4BG

20 December 2017

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONTENTFILM (THE SEA CHANGE) LIMITED**

We have audited the financial statements of ContentFilm (The Sea Change) Limited for the year ended 31 March 2017 which comprise the profit and loss account, balance sheet, the principal accounting policies and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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

**Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on pages 1-2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

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

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

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

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

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

**Matter on which we are required to report under the Companies Act 2006**

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

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

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

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



Nicholas Page  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London  
Date: 21/12/17

## **Statement of Comprehensive Income**

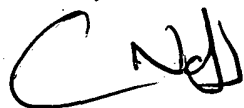
*for the year ended 31 March 2017*

The company did not trade during the year, or the previous year, and consequently has recorded neither a profit nor loss.

**Statement of Financial Position**  
*at 31 March 2017*

	<i>Note</i>	<b>2017</b> £	<b>2016</b> £
<b>Net assets</b>		—	—
<b>Capital and reserves</b>		—	—
Called up share capital	8	2	2
Profit and loss account		(2)	(2)
<b>Shareholders' funds</b>	10	—	—

These financial statements were approved by the board of directors on 20 December 2017 and were signed on its behalf by:



**G Webb**  
*Director*

The accompanying accounting policies and notes form part of these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Company information

ContentFilm (The Sea Change) Limited is a company incorporated in the United Kingdom with a registered office at 19 Heddon Street, London, W1B 4BG.

### 2 Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The financial statements are presented in Sterling (£) which is the functional currency of the company.

The individual accounts of ContentFilm (The Sea Change) Limited have also adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes
- financial instrument disclosures, including:
  - categories of financial instruments,
  - items of income, expenses, gains or losses relating to financial instruments, and exposure to and management of financial risks

### *Currency translation*

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

### *Taxation*

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

### *Going concern*

The Company relies on its ultimate parent company for ongoing financial support and a letter of support has been signed to this effect.

### 3 Significant judgements and estimates

The preparation of financial statements under FRS102 requires management to make significant judgements and estimates that affect the application of policies and reported amounts. However, there are no items in these financial statements where these judgments and estimates have been made.

### 4 Staff numbers and costs

The average number of persons (including directors) employed by the company during the year was 2. (2016: 2). Staff costs have been borne by a fellow group company. The directors are the key personnel of the company.



## Notes (continued)

### 5 Directors' Emoluments

None of the directors received any remuneration from the company during the year (2016: nil).

### 6 Profit on ordinary activities before taxation

All audit and non-audit fees were borne by a fellow group undertaking.

### 7 Tax on profit on ordinary activities

#### Factors affecting future tax charges

There are unutilised tax losses within the company of £347,000 (2016: £347,000) carried forward for relief against future suitable taxable profits and for which no deferred tax asset has been recognised.

### 8 Share capital

	2017 £	2016 £
<b>Authorised:</b>		
1,000 ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<b>Allotted, called up and fully paid:</b>		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

### 9 Reserves

	Profit and loss account £
Balance brought forward	-
Profit for the financial year	-
	<hr/>
Balance carried forward	-
	<hr/>

### 10 Reconciliation of movement in shareholders' deficit

	2017 £	2016 £
Shareholders' funds brought forward	-	-
Profit for the year	-	-
	<hr/>	<hr/>
Shareholders' funds carried forward	-	-
	<hr/>	<hr/>

## Notes (continued)

### 11 Reserves

Called-up share capital – represents the nominal value of shares that have been issued.

Profit and loss account – includes all current and prior period retained profits and losses.

### 12 Capital commitments

There were no capital commitments at 31 March 2017 (2016: £nil).

### 13 Contingent liabilities

There were no contingent liabilities at 31 March 2017 (2016: £nil).

### 14 Ultimate controlling party

The company is controlled by Kew Media Group Inc, the ultimate parent company, which is also the ultimate controlling party. The consolidated accounts of Kew Media Group Inc are available to the public and may be obtained from the company's registered address, 672 Dupont Street, Unit 400, Toronto, ON, M6G 1Z6.

### 15 JP Morgan Chase Bank Guarantee

In relation to a Credit and Guarantee Agreement (the Agreement) dated March 26 2004, between JP Morgan Chase Bank, the Company's parent company Kew Media Group UK Holdings Limited, and a related group company Content Media Corporation, the Company has provided a guarantee to JP Morgan Chase Bank in relation to the repayment of all amounts owing under the Agreement. Further JP Morgan Chase Bank has a security interest over the assets of the Company and its shares. The balance of the bank facility in Kew Media Group UK Holdings Limited as at 31 March 2017 was £13.4m (2016: £31.1m). This facility was repaid and terminated on 28<sup>th</sup> July 2017, see note 16.

### 16 Subsequent event

On July 28, 2017, Kew Media International ("KMI"), a related group company, signed a Revolving Credit Facility with SunTrust Bank. Under the terms of the facility, a syndicate led by SunTrust Bank as administrative agent, with SunTrust Robinson Humphrey, Inc. acting as lead arranger and including The Toronto-Dominion Bank and Bank of Montreal as syndication agents, has provided KMI with a five-year US\$100 million credit facility, with an additional US\$25 million accordion feature. The amount is repayable upon maturity.

On closing of the facility, KMI drew down proceeds to repay the previous facility with JP Morgan which were terminated on the same day.

The company has provided a security interest to the administrative agent for the term of the loan in respect of the group's collateral, including the right, title and interest in all of the company's personal property, tangible and intangible, wherever located or situated and whether now owned, presently existing or hereafter acquired or created.