

Renegade South Limited
Report and Financial Statements
30 June 2017



Renegade South Limited

Company registration number: 04053065

Directors

W A Ogilvie
A Y Cooke

Registered Office

Pacific House
126 Dyke Road
Brighton
East Sussex BN1 3TE

Auditor

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Banker

Barclays Bank PLC
8/9 Hanover Square
London
W1A 4ZW

Renegade South Limited

Directors' report

Company registration number: 04053065

The directors present their annual report on the affairs of Renegade South Limited ("the company") together with the financial statements for the period ended 30 June 2017.

Results and dividends

The profit for the 18 month period after taxation amounted to £99,000 (2015 restated - £355,000).

No dividends were paid during the period (2015 - £nil).

Principal activity

The company's principal activity during the year was that of factual formats and factual entertainment television programme production.

The company has changed its accounting period from 31 December 2016 to 30 June 2017, to align with scheduled production activity. An 18 month period of accounts is reported, and the comparative period is for the year ended December 2015.

Going concern

No material uncertainties that cast significant doubt about the ability of the company to continue as a going concern have been identified by the directors. On the basis of their assessment of the company's financial position, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors

Except as noted below, the following were the directors of the company who served throughout the period and who are still directors at the date of this report.

A D Hayling (resigned 9 February 2017)

A Y Cooke (resigned 9 February 2017, appointed 29 September 2017)

C Hungate (resigned 18 July 2017)

N Emmerson (resigned 30 April 2017)

J H Rowlands (resigned 9 February 2017)

P Campbell-White (resigned 29 September 2017)

W A Ogilvie (appointed 2 August 2017)

The Articles of Association do not require directors to retire either by rotation or in the year of appointment.

Directors qualifying third party indemnity provisions

The company may indemnify one or more directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006 and the company may purchase insurance for this purpose. Time Warner Inc. has purchased a directors and officers liability insurance policy for the benefit of the company and its directors and such policy was in force during the year and is in force as at the date of approving the Directors' Report.

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

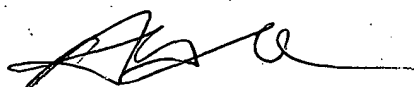
Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP will continue in office.

Small companies' exemption

In preparing the Directors' Report, the directors have taken advantage of the small companies' exemption under section 415(A) of the Companies Act 2006. The directors have also taken the exemption under section 414(B) not to prepare a Strategic Report.

On behalf of the Board



A Y Cooke
Director

Date: 16.05.2018

Renegade South Limited

Statement of directors' responsibilities in respect of the financial statements

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

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

- select suitable accounting policies and then apply them consistently; and
- make judgments and estimates that are reasonable and prudent.

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.

Renegade South Limited

Independent auditor's report to the members of Renegade South Limited

We have audited the financial statements of Renegade South Limited for the period ended 30 June 2017 which comprise the Income statement, the Statement of changes in equity, the Statement of financial position and the related notes 1 to 12. 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 page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report 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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

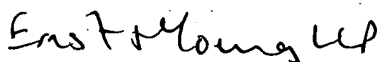
- the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Directors' Report.

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

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



Neil Cullum (Senior statutory auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor

London

18/5/2018

Renegade South Limited

Income statement for the period ended 30 June 2017

	Notes	18 months ended 30 June 2017 £'000	RESTATED Year ended 31 December 2015 £'000
Turnover	2	500	2,839
Cost of sales		(394)	(2,353)
Gross profit		106	486
Administrative expenses		(7)	(41)
Profit on ordinary activities before taxation	3	99	445
Taxation on profit on ordinary activities	6		(90)
Profit for the financial period/year		99	355

All amounts relate to continuing operations.

There is no difference between profit for the financial period and total income and other comprehensive income for the period, and accordingly no separate statement of comprehensive income has been presented.

Renegade South Limited

Statement of changes in equity for the period ended 30 June 2017

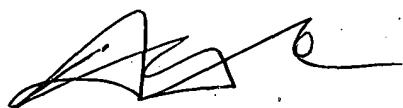
	Share capital £'000	Profit and loss account £'000	Total shareholder's funds £'000
At 1 January 2015 as previously stated	-	38	38
Prior year adjustments (notes 1 and 10)	-	(47)	(47)
At 1 January 2015 restated	-	(9)	(9)
Profit for the financial year restated	-	355	355
At 31 December 2015	-	346	346
At 1 January 2016	-	346	346
Profit for the financial period	-	99	99
At 30 June 2017	-	445	445

Renegade South Limited

Statement of financial position at 30 June 2017

	Notes	30 June 2017 £'000	RESTATED 31 December 2015 £'000
Current assets			
Debtors	7	-	294
Cash at bank and in hand		483	725
		<u>483</u>	<u>1,019</u>
Creditors: amounts falling due within one year	8	(38)	(673)
		<u>445</u>	<u>346</u>
Net assets			
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account		445	346
		<u>445</u>	<u>346</u>
Total shareholder's funds		<u>445</u>	<u>346</u>

Approved by the Board and signed on its behalf by:



A Y Cooke

Director

Date: 16.05.2018

Renegade South Limited

Notes to the financial statements at 30 June 2017

1 Accounting Policies

a) Statement of compliance

Renegade South Limited is a limited liability company incorporated in England. The Registered Office is 126 Dyke Road, Brighton, East Sussex BN1 3TE.

The company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the company for the period ended 30 June 2017.

b) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and with applicable United Kingdom accounting standards.

The financial statements are prepared in sterling which is the functional currency of the company and rounded to the nearest £'000.

The company has changed its accounting period from 31 December 2016 to 30 June 2017, to align with scheduled production activity. An 18 month period of accounts is reported, and the comparative period is for the year ended December 2015.

Following the 100% acquisition of the company by Warner Bros. Television Production UK Limited, the directors have reviewed the accounting policies in respect of revenue and the related television programme rights and have sought to align these with the rest of the Time Warner Inc. group with effect from 31 December 2015. Accordingly the accounting policies have changed from recognising revenue on the stage of completion method to recognition on an episodic delivery basis, with production costs no longer capitalised as television programme rights within fixed assets, but instead expensed upon delivery of related episodes. Production costs of undelivered episodes are held as work in progress within current assets. See further details in note 10 of the impact of this change on numbers previously reported.

Statement of cash flows

The company has taken advantage of the exemption in FRS 102.1.12(b) Reduced disclosures for subsidiaries. A statement of cashflows has not been prepared as the company is a member of a group where the parent, Time Warner Inc., prepares publicly available consolidated financial statements and the company is included in the consolidation (see note 12).

Related parties

The company has taken advantage of the exemption in FRS 102.1.12(e) Reduced disclosures for subsidiaries. Key management remuneration has not been disclosed as the company is a member of a group where the parent, Time Warner Inc., prepares publicly available consolidated financial statements and the company is included in the consolidation (see note 12).

The company has taken advantage of the exemption in FRS 102.33.1A not to disclose related party transactions with fellow wholly-owned subsidiary undertakings of Time Warner Inc., which prepares publicly available consolidated financial statements (see note 12).

c) Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Taxation

The company recognises liabilities for anticipated uncertain corporation tax positions based on reasonable estimates of whether additional taxes will be due and the timing of those additional taxes. Further details are contained in Note 6.

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits.

Development assets

Management estimation is required to determine the viability of development projects titles based upon status of discussions with broadcasters, expected funding and costs of the projects.

d) Significant accounting policies

Turnover

Turnover represents amounts receivable for work carried out in producing television programmes and distribution income on licensing formats and completed programmes available to third parties.

Production income is recognised on episodic delivery of programmes in the period.

Distribution income represents license fees receivable from both Time Warner group companies and third parties. Amounts recognised in the statement of income and retained earnings include withholding tax but exclude Value Added Tax. Distribution income is recognised based on statements received from distributors.

Renegade South Limited

Notes to the financial statements at 30 June 2017

1 Accounting Policies (continued)

d) Significant accounting policies (continued)

Development assets

Development expenditure represents costs incurred in developing new programmes, including writing scripts and producing initial formats for presentation to broadcasters. Expenditure is written off as incurred, except in cases where there is reasonable certainty that the project is technically feasible, commercially viable and adequate resources exist, or are reasonably expected to be available, to enable the project to be completed.

2 Turnover

The company's turnover was derived from its principal activity wholly undertaken in the United Kingdom.

3 Profit on ordinary activities before taxation

Audit fees for the current and prior period/year were borne by a fellow group undertaking.

4 Directors' remuneration

The directors of the company are also directors of, and are paid by, other companies in the group in the current and prior year. They have minimal qualifying services to the company and receive no remuneration in respect of the company.

5 Staff costs

	18 months ended 30 June 2017 £'000	Year ended 31 December 2015 £'000
Wages and salaries	21	277
Social security costs	2	27
	<u>23</u>	<u>304</u>

The average monthly number of employees during the period was made up as follows:

	No.	No.
Production	<u>1</u>	<u>11</u>

Renegade South Limited

Notes to the financial statements at 30 June 2017

6 Taxation on profit on ordinary activities

a) The charge/(credit) is made up as follows:

	18 months ended 30 June 2017 £'000	RESTATED Year ended 31 December 2015 £'000
<i>Current tax:</i>		
UK corporation tax at 19.83% (2015: 20.25%)	-	78
Total current tax	-	78
<i>Deferred tax:</i>		
Origination and reversal of timing differences	-	12
Total deferred tax charge	-	12
Total tax on profit on ordinary activities (note b below)	-	90

b) Circumstances affecting total tax charge:

The standard rate of current tax for the period, based on the UK standard rate of corporation tax is 19.83% (2015 - 20.25%).

The tax charge for the period/year differs from the standard rate for the reasons in the reconciliation below:

	18 months ended 30 June 2017 £'000	RESTATED Year ended 31 December 2015 £'000
Profit on ordinary activities before tax	99	445
Tax on profit on ordinary activities at standard rate	20	90
Factors affecting the tax charge:		
Group relief received for nil consideration	(20)	-
Total tax (note (a) above)	-	90

c) Factors affecting future tax charges

The Finance (No. 2) Act 2015, enacted on 18 November 2015, and the Finance Act 2016, enacted on 15 September 2016, included two changes to the future mainstream corporation tax rate. From 1 April 2017 the rate reduced from 20% to 19% and from 1 April 2020 the rate will reduce to 17%.

It is not yet possible to quantify the impact of this rate change upon current tax.

Renegade South Limited

Notes to the financial statements at 30 June 2017

7 Debtors

	30 June 2017 £'000	31 December 2015 £'000
Trade debtors	-	53
Amounts owed by group undertakings	-	241
	<u>-</u>	<u>294</u>

8 Creditors: amounts falling due within one year

	30 June 2017 £'000	RESTATED 31 December 2015 £'000
Trade creditors	-	64
Other creditors	1	-
Accruals and deferred income	3	28
Corporation tax payable	-	88
VAT payable	-	24
Amounts owed to group undertakings	34	469
	<u>38</u>	<u>673</u>

9 Called up share capital

	Issued, allotted, called up and fully paid			
	30 June 2017 Number	30 June 2017 £000	31 December 2015 Number	31 December 2015 £000
Ordinary shares of £1 each	100	-	100	-

10 Change in accounting policies

As explained in note 1, in the current period the company changed its accounting policies. The table below sets out the impact of the change in accounting policies on the comparative financial information as at 31 December 2015 and for the year then ended.

	Original financial statements £'000	Adjustments £'000	Restated financial statements £'000
Income statement			
Turnover	2,553	287	2,840
Cost of sales	(2,126)	(227)	(2,353)
Administrative expenses	(42)	-	(42)
Taxation on profit on ordinary activities	(78)	(12)	(90)
Profit for the financial year	<u>307</u>	<u>48</u>	<u>355</u>
Statement of financial position			
Debtors	294	-	294
Cash at bank and in hand	725	-	725
Creditors (restatement relating to deferred income)	(674)	1	(673)
Net assets	<u>345</u>	<u>1</u>	<u>346</u>
Opening shareholders' funds	38	(47)	(9)
Profit for the year	307	48	355
Closing shareholders' funds	<u>345</u>	<u>1</u>	<u>346</u>

Renegade South Limited

Notes to the financial statements at 30 June 2017

11 Contingent liability

In 2015 the company entered into a group composite accounting agreement with its bankers. The terms of the agreement permit the bankers, without notice, to draw down funds deposited into the system, and to offset borrowings drawn down from the system by other group members who are also parties to these arrangements. At the statement of financial position date, funds deposited by the company into the system, and potentially at risk to cover liabilities elsewhere in the group, amounted to £483,000 (2015 - £114,000).

12 Ultimate parent undertaking

The company's immediate parent undertaking is Renegade Pictures UK Limited.

At 30 June 2017, Time Warner Inc., a company incorporated in the United States of America, was the ultimate parent undertaking and the parent undertaking of the smallest and largest group of undertakings of which the company is a member and for which group financial statements are drawn up. Copies of Time Warner Inc.'s financial statements can be obtained from One Time Warner Center, New York, NY 10019, USA.