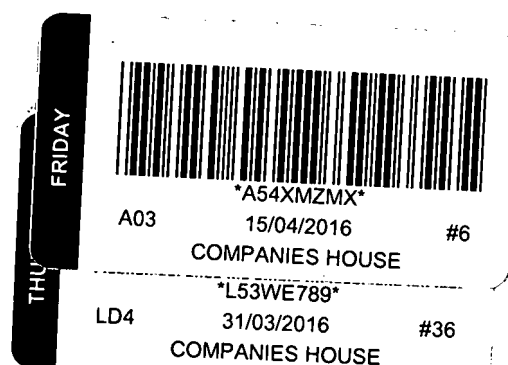


Company Registration Number: 04176487 (England and Wales)

OPAL FILM PARTNERS 1 LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD FROM 6 APRIL 2014 TO 30 JUNE 2015



OPAL FILM PARTNERS 1 LIMITED

COMPANY INFORMATION

DIRECTORS

J L Boyton
M T Bugden (resigned 30 November 2015)
N A Forster
D M Reid
S J Speight (resigned 1 December 2015)
J H Clayton (resigned 19 September 2014)

COMPANY SECRETARY

S J Cruickshank

REGISTERED NUMBER

04176487

REGISTERED OFFICE

15 Golden Square
London
W1F 9JG

INDEPENDENT AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Hill House
1 Little New Street
London, UK
EC4A 3TR

BANKER

HSBC Private Bank (UK) Ltd
78 St James' Street
London
SW1A 1JB

OPAL FILM PARTNERS 1 LIMITED

CONTENTS

	Page
Directors' Report	1 - 3
Independent Auditor's Report	4 - 5
Profit and Loss Account	6
Balance Sheet	7
Notes to the Financial Statements	8 - 13

OPAL FILM PARTNERS 1 LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JUNE 2015

The directors present the Report and the Financial Statements of Opal Film Partners 1 Limited for the period ended 30 June 2015.

PRINCIPAL ACTIVITIES

The Company is a wholly-owned subsidiary of Ingenious Media Limited, which is a wholly-owned subsidiary within the Ingenious Media Holdings plc group ("the Group"). The principal activity of the Company continues to be to trade as a partner in Opal Film Partners ("the Partnership"), a partnership formed to pursue commercial film opportunities through a combination of sale and leaseback transactions and film development projects.

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position have been reviewed by the directors. The Company incurred a net loss of £2,056k during the period ended 30 June 2015 and, at that date, the Company's current liabilities exceeded its total assets by £2,497k and it had net current liabilities of £13k. Despite this position, as part of the Group, the Company is expected to continue to generate positive cash flows on its own account for the foreseeable future and the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

As explained in Note 15, HMRC may be empowered to issue accelerated payment notices requiring payments of tax in certain circumstances. At present no such notices have been received but the directors consider it possible, that they may be received in the future and have therefore disclosed this as a contingent liability. The exact amount of any accelerated payment notice cannot be known until received (if indeed any are received at all).

If any amount of tax charged in a notice from HMRC is in excess of the current assets of the Company, the directors would need to assess the options available to them. Until such time as any accelerated payment notice is received (if indeed any are received at all), the directors are unable to assess the impact, if any, on the future prospects of the Company. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern, and therefore it may be unable to realise its assets or discharge its liabilities in the normal course of business.

Notwithstanding this material uncertainty, directors have a reasonable expectation that the company has adequate resources 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.

PRINCIPAL RISKS AND UNCERTAINTIES

The key business risks faced by the Company can be affected by a number of factors some of which may result from matters beyond the Company's control, such as conditions in the domestic and global financial markets and the wider economy. The financial risk and operational management policies are determined for the Group as a whole and are discussed in the Group's Report and Financial Statements.

FINANCIAL RISK MANAGEMENT

The Company is exposed to financial risk through its financial assets and liabilities. The Company has an investment in the Partnership which it reviews on a regular basis. All other balances are predominantly amounts owed by or owing to companies within the Group or are connected to the investment in the Partnership.

RESULTS AND DIVIDENDS

The results for the period are set out on page 6.

The directors do not propose to pay a final dividend (year ended 5 April 2014: £nil). No interim dividend was paid during the period (year ended 5 April 2014: £nil).

OPAL FILM PARTNERS 1 LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JUNE 2015

FUTURE DEVELOPMENTS

The Company intends to continue to undertake its principal activity.

DIRECTORS

The directors who served during the period and subsequently were:

J L Boyton
M T Bugden (resigned 30 November 2015)
N A Forster
D M Reid
S J Speight (resigned 1 December 2015)
J H Clayton (resigned 19 September 2014)

PROVISION OF INSURANCE TO DIRECTORS

All directors were covered by Directors and Officers liability insurance throughout the period under review and this will continue to remain in force.

CREDITORS PAYMENT POLICY

The Company does not follow any specific code or standard on payment of creditors. The Company agrees the payment terms as part of the commercial arrangement negotiated with suppliers. Payments are made on these terms provided the supplier meets its obligations.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' Report and the Financial Statements of Opal Film Partners 1 Limited in accordance with applicable law and regulations.

Company law requires the directors to prepare Financial Statements of Opal Film Partners 1 Limited for each financial year. Under that law the directors have elected to prepare the Financial Statements of Opal Film Partners 1 Limited 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 of Opal Film Partners 1 Limited 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 of Opal Film Partners 1 Limited, 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; and
- prepare the Financial Statements of Opal Film Partners 1 Limited 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 of Opal Film Partners 1 Limited 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.

OPAL FILM PARTNERS 1 LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JUNE 2015

CHANGE OF YEAR END

On 9 July 2015 it was resolved to amend the accounting period of the Company and to extend it to 30 June so as to be coterminous with the year end of the Group. Accordingly, the current financial statements are prepared for 15 months from 6 April 2014 to 30 June 2015.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that the directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that the directors has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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 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 auditor is aware of that information.

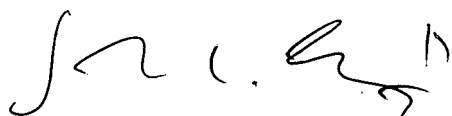
This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

In the absence of a notice proposing that the appointment be terminated, the auditor, Deloitte LLP, will be deemed to be re-appointed in accordance with section 487(2) of the Companies Act 2006.

SMALL COMPANY EXEMPTIONS

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. This is in accordance with Part 15 of the Companies Act 2006. The Company has taken advantage of the exemption for the requirement to disclose an enhanced business review and to prepare a Strategic Report in accordance with Section 414B of the Companies Act 2006.

This report was approved by the board of directors and signed on its behalf by:



.....
Director

John Boyton
Date: 30 March 2016

15 Golden Square
London
W1F 9JG

OPAL FILM PARTNERS 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF OPAL FILM PARTNERS 1 LIMITED

We have audited the financial statements of Opal Film Partners 1 Limited for the period ended 30 June 2015, which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement, 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 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 2015 and of its loss for the period 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.

EMPHASIS OF MATTER - GOING CONCERN

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in the Statement of Accounting Policies concerning the company's ability to continue as a going concern. As explained more fully in the Statement of Accounting Policies, HMRC may be empowered to issue accelerated payment notices requiring payments of tax in certain circumstances. If any amount of tax charged in a notice from HMRC is in excess of the current assets of the Company, the directors would need to assess the options available to them. These conditions, along with the other matters explained in the Statement of Accounting Policies, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

OPAL FILM PARTNERS 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF OPAL FILM PARTNERS 1 LIMITED

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Calum Thomson (Senior Statutory Auditor)

for and on behalf of

Deloitte LLP

Chartered Accountants and Statutory Auditor
London, UK

Date: 30.3.16

OPAL FILM PARTNERS 1 LIMITED

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 JUNE 2015

		Period ended 30 June 2015 £000	Year ended 5 April 2014 £000
	Note		
Administrative expenses		<u>(3)</u>	<u>(2)</u>
Operating loss	2	(3)	(2)
Share of loss of associated partnership	6	(2,056)	(1,667)
Interest payable	4	<u>(1)</u>	<u>(1)</u>
Loss on ordinary activities before taxation		(2,060)	(1,670)
Tax on loss on ordinary activities	5	<u>4</u>	<u>(3)</u>
Loss for the financial period/year	11	<u>(2,056)</u>	<u>(1,673)</u>

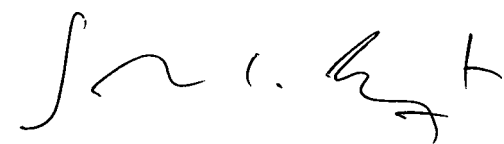
The notes on pages 8 to 13 form part of these Financial Statements.

OPAL FILM PARTNERS 1 LIMITED
REGISTERED NUMBER: 04176487

BALANCE SHEET
AS AT 30 JUNE 2015

	Note	30 June 2015 £000	5 April 2014 £000
Fixed assets			
Investments	6	2,510	4,577
Current assets			
Deferred tax asset	7	1	-
Creditors:			
amounts falling due within one year	7	(14)	(13)
Net current liabilities		(13)	(13)
Total assets less current liabilities		2,497	4,564
Creditors:			
amounts falling due after more than one year	8	(8,000)	(8,008)
Provision for liabilities			
Deferred tax liability	9	-	(3)
Net liabilities		(5,503)	(3,447)
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	(5,503)	(3,447)
Shareholders' deficit	12	(5,503)	(3,447)

The Financial Statements were approved and authorised for issue by the board and were signed on its behalf by:



Director

John Boyston
Date: 30 March 2016

The notes on pages 8 to 13 form part of these Financial Statements.

OPAL FILM PARTNERS 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2015

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have been applied consistently throughout the period and to the preceding year.

1.1 Basis of preparation of Financial Statements

The Financial Statements have been prepared under the historical cost convention and in accordance with the applicable United Kingdom Accounting Standard.

1.2 Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position have been reviewed by the directors. The Company incurred a net loss of £2,056k during the period ended 30 June 2015 and, at that date, the Company's current liabilities exceeded its total assets by £2,497k and it had net current liabilities of £13k. Despite this position, as part of the Group, the Company is expected to continue to generate positive cash flows on its own account for the foreseeable future and the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

As explained in Note 15, HMRC may be empowered to issue accelerated payment notices requiring payments of tax in certain circumstances. At present no such notices have been received but the directors consider it possible, that they may be received in the future and have therefore disclosed this as a contingent liability. The exact amount of any accelerated payment notice cannot be known until received (if indeed any are received at all).

If any amount of tax charged in a notice from HMRC is in excess of the current assets of the Company, the directors would need to assess the options available to them. Until such time as any accelerated payment notice is received (if indeed any are received at all), the directors are unable to assess the impact, if any, on the future prospects of the Company. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern, and therefore it may be unable to realise its assets or discharge its liabilities in the normal course of business.

Notwithstanding this material uncertainty, directors have a reasonable expectation that the company has adequate resources 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.

1.3 Cash flow statement

The Company, being a wholly-owned subsidiary of the group whose consolidated Financial Statements are publicly available, is exempt from the requirement to prepare a Cash Flow Statement in accordance with Financial Reporting Standard 1 (Revised) 'Cash Flow Statements'.

1.4 Investments

The investment in the Partnership is stated at cost less any permanent diminution in value.

OPAL FILM PARTNERS 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2015

1. ACCOUNTING POLICIES (continued)

1.5 Taxation

Current tax, including United Kingdom corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the Balance Sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable tax profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities are not discounted.

2. OPERATING LOSS

The operating loss is stated after charging:

	Period ended 30 June 2015 £000	Year ended 5 April 2014 £000
Fees for the statutory audit of the Company	3	2

3. STAFF COSTS AND DIRECTORS' REMUNERATION

The Company has no employees other than the directors, who did not receive any remuneration during the period (year ended 5 April 2014 - £nil).

The emoluments of the directors were paid and borne by other undertakings of the Group and none of their remuneration was specifically attributable to their services to the Company.

4. INTEREST PAYABLE

	2015 £000	2014 £000
Interest payable on bank loans	1	1

OPAL FILM PARTNERS 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2015

5. TAXATION

	Period ended 30 June 2015 £000	Year ended 5 April 2014 £000
Analysis of tax charge in the period/year		
Current tax		
UK corporation tax at 21% for the period from 6 April 2014 to 31 March 2015 and 20% from the period from 1 April 2015 to 30 June 2015 (23% for the period from 6 April 2013 to 31 March 2014 and 21% for the period from 1 April 2014 to 5 April 2014) based on the adjusted results for the period/year.	-	-
Deferred tax		
Deferred tax adjustment in respect of prior years	(1)	-
Deferred tax (credit)/charge for the period/year	(3)	3
Total deferred tax (see note 9)	(4)	3
Tax on loss on ordinary activities	(4)	3
Factors affecting tax charge for the period/year		
	Period ended 30 June 2015 £000	Year ended 5 April 2014 £000
Loss on ordinary activities before taxation	(2,060)	(1,670)
UK corporation tax at 21% for the period from 6 April 2014 to 31 March 2015 and 20% from the period from 1 April 2015 to 30 June 2015 (23% for the period from 6 April 2013 to 31 March 2014 and 21% for the period from 1 April 2014 to 5 April 2014) based on the adjusted results for the period/year.	(428)	(384)
Effects of:		
Group relief claimed	(1)	-
Adjustment to allocation from partnership	429	384
Current tax charge for the period/year	-	-

OPAL FILM PARTNERS 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2015

6. FIXED ASSET INVESTMENTS

	Period ended 30 June 2015 £000
Cost or valuation	
As at 6 April 2014	4,577
Drawings	(2,067)
	<hr/>
As at 30 June 2015	2,510
	<hr/>

During the period the Company had an interest in the following associate:

Name	Class of shares	Holding
Opal Film Partners	Corporate Member	30.68%

The principal activity of Opal Film Partners, a Partnership registered in England and Wales, is the development of commercial film opportunities through a combination of sale and leaseback transactions and film development projects.

The principal place of business for the Partnership is 15 Golden Square, London W1F 9JG.

The Partnership's operating loss for the year ended 5 April 2015 was £1.6m (year ended 5 April 2014: loss of £1.6m), resulting in a net asset position of £5.4m (year ended 5 April 2014: £8.9m) at that date.

Under the terms of the members' agreement of the Partnership, the Company is entitled to receive a 95% share of all profits/losses associated with this additional investment.

7. CREDITORS: Amounts falling due within one year

	30 June 2015 £000	5 April 2014 £000
Bank loans	11	10
Accruals and deferred income	3	3
	<hr/>	<hr/>
	14	13
	<hr/>	<hr/>

The bank loans are secured by the Company's share of lease rental income receivable by partnerships in which the Company has made investments (note 6), and are repayable within one year. An average interest rate of 2.57% (year ended 5 April 2014: 2.57%) per annum is repayable on these loans.

OPAL FILM PARTNERS 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2015

8. CREDITORS: Amounts falling due after more than one year

	30 June 2015 £000	5 April 2014 £000
Bank loans due within one to two years	-	11
Amounts owed to group undertakings	8,000	7,997
	<u>8,000</u>	<u>8,008</u>

9. DEFERRED TAX ASSET

	30 June 2015 £000	5 April 2014 £000
Balance brought forward	(3)	(1)
Deferred tax credit in profit and loss account	3	1
Prior Year adjustments	1	(3)
	<u>1</u>	<u>(3)</u>
Balance carried forward	<u>1</u>	<u>(3)</u>

The deferred tax provision arises due to the investment in a British film partnership and will reverse by 2017.

10. SHARE CAPITAL

	30 June 2015 £	5 April 2014 £
Allotted, called up and fully paid		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

11. STATEMENT OF MOVEMENTS ON PROFIT AND LOSS ACCOUNT

	Profit and loss account £000
As at 6 April 2014	(3,447)
Loss for the financial period after taxation	(2,056)
	<u>(5,503)</u>
As at 30 June 2015	<u>(5,503)</u>

OPAL FILM PARTNERS 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2015

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	Period ended 30 June 2015 £000	Year ended 5 April 2014 £000
Shareholders' deficit brought forward	(3,447)	(1,774)
Loss for the financial period/year after taxation	(2,056)	(1,673)
Shareholders' deficit carried forward	<u>(5,503)</u>	<u>(3,447)</u>

13. RELATED PARTY TRANSACTIONS

The Financial Statements do not include disclosure of transactions between the Company and entities that are wholly-owned within the Group. This is because as a wholly-owned subsidiary, it is exempt from the requirement to disclose such transactions, under Financial Reporting Standard 8 'Related Party Disclosures'.

Ingenious Media Investments Limited, a fellow subsidiary wholly-owned by Ingenious Media Limited, acts as the operator to the Partnership.

14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

During the period ended 30 June 2015 the Company was a wholly-owned subsidiary of Ingenious Media Limited, a company registered in England and Wales. Ingenious Media Limited is a wholly-owned subsidiary within the Group. Ingenious Media Holdings plc is the only parent undertaking for which consolidated financial statements are prepared.

The consolidated financial statements of Ingenious Media Holdings plc can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The controlling shareholder of Ingenious Media Holdings plc is P A McKenna.

15. CONTINGENT LIABILITY

On 17 July 2014 the Finance Bill 2014 received Royal Assent and under Chapter 3 of Part 4 of the Bill, HMRC is empowered to issue accelerated payment notices requiring taxpayers to make payments of tax in certain circumstances where there is tax in dispute, in advance of any resolution of that dispute. To date, no such notice has been received in respect of the Company but the directors consider that it is possible that in the future, the Company may be subject to an accelerated payment notice in respect of some or all of the tax years not yet agreed with HMRC.

The exact amount of any accelerated payment notice cannot be known until received (if indeed any is received at all).