

COMPANY REGISTRATION NUMBER 05103127

UMGI (ATW) LIMITED
DIRECTORS' REPORT AND FINANCIAL
STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014



UMGI (ATW) LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

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UMGI (ATW) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

THE BOARD OF DIRECTORS

CCM Hole
BJ Muir
A Brown
AM Barker

COMPANY SECRETARY

A Abioye

REGISTERED OFFICE

364-366 Kensington High Street
London
W14 8NS

UMGI (ATW) LIMITED

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2014

The directors present their strategic report for the company for the year ended 31 December 2014

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was event management

The company did not trade during the year

RESULTS AND DIVIDENDS

During the year to 31 December 2014, the company made a loss before tax of £15,351 (2013 - profit of £1,870)

The directors do not recommend the payment of a dividend (2013 - £nil)

PRINCIPAL RISKS AND UNCERTAINTIES

The company is faced with similar risks and uncertainties as other companies operating in the recorded music business, broadly

- competition from alternative entertainment products,
- price pressure from the increased presence of supermarkets in the music market and their threat to survival of independent music retailers,
- the threat of a devalued product due to piracy and the illegal use of music,
- uncertainty as to whether the growth of the digital market can replace the decline in the physical market, and
- interest rate fluctuations

All risks and uncertainties are regularly monitored by the Board of Directors of the company

FUTURE DEVELOPMENTS

Notwithstanding the risks and uncertainties outlined below, the directors do not anticipate any significant change in the activities and results of the company in the foreseeable future

By order of the board



A Brown
Director

16 SEP 2015

UMGI (ATW) LIMITED

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2014

The directors present their report and the unaudited financial statements of the company for the year ended 31 December 2014

The company did not trade during the year

DIRECTORS

The directors who served the company during the year and subsequently were as follows

CCM Hole
BJ Muir
A Brown
AM Barker

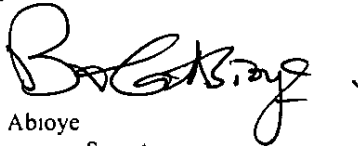
DIRECTORS QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

A qualifying third party indemnity provision remains in force as at the date of approving the directors' report, subject to the provisions of s236 CA 2006 Vivendi SA, the ultimate parent undertaking, maintains a Directors & Officers Liability Programme which indemnifies directors' personal liabilities resulting from alleged wrongful acts committed in the line of their employment

DONATIONS

The company made no charitable or political donations in either year

By order of the board



A Abioye
Company Secretary

16 SEP 2015

UMGI (ATW) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
TURNOVER		—	—
Administrative expenses		(17,330)	—
OPERATING LOSS		(17,330)	—
Interest receivable and similar income	3	1,979	1,870
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(15,351)	1,870
Tax on (loss)/profit on ordinary activities	4	(425)	(435)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		<u>(15,776)</u>	<u>1,435</u>

All of the activities of the company are classed as continuing operations

The company has no recognised gains or losses other than the results for the year as set out above

There is no difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

The notes on pages 6 to 9 form part of these financial statements

UMGI (ATW) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2014

	Note	2014 £	2013 £
FIXED ASSETS			
Investments	5	—	—
CURRENT ASSETS			
Debtors	6	348,851	357,548
CREDITORS: Amounts falling due within one year	7	69,266	62,364
NET CURRENT ASSETS		279,585	295,184
TOTAL ASSETS LESS CURRENT LIABILITIES		279,585	295,184
CAPITAL AND RESERVES			
Called-up equity share capital	9	4	4
Share premium account	10	1,000,000	1,000,000
Profit and loss account	10	(720,419)	(704,820)
EQUITY SHAREHOLDERS' FUNDS	10	279,585	295,184

For the year ended 31 December 2014 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies

Directors' responsibilities

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

Approved by the Board for issue on **16 SEP 2015**

On behalf of the Board of Directors



A Brown

Company Registration Number 05103127

The notes on pages 6 to 9 form part of these financial statements.

UMGI (ATW) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

1 ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

The financial statements of the company are consolidated within those of Vivendi S A , whose consolidated accounts are publicly available As Vivendi S A is incorporated within the European Union the company has taken advantage of the exemption under section 400 of the Companies Act 2006

The financial statements have been prepared on the going concern basis as the company has received confirmation from Societe d'investissements et de Gestion 104, the company's intermediate parent undertaking, of its intention to continue to provide financial and other support to the extent necessary to enable the company to continue to pay its liabilities as and when they become due for a year, not less than a year from the date of approval of these financial statements Having regards to this intention, the directors believe it is appropriate to prepare these financial statements on a going concern basis, notwithstanding the deficit on net current liabilities at 31 December 2014

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

Pension costs

The company operates a defined contribution pension scheme for employees The assets of the scheme are held separately from those of the company The annual contributions payable are charged to the profit and loss account

Taxation

The credit for taxation is based on the profit for the period and takes into account taxation deferred because of the timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future or a right to pay less tax in future

Timing differences are differences between the company's taxable profit and loss and its results as stated in the financial statements No deferred tax is recognised on permanent differences

Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on tax rates and law that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on a non-discounted basis Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Investments

Investments in subsidiary and associated undertakings are stated at cost less provision for impairment

UMGI (ATW) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

2 PARTICULARS OF EMPLOYEES

The directors were also directors of fellow group undertakings and did not receive any remuneration for their services to this company. The company had no employees during the year other than the directors (2013 - nil)

3 INTEREST RECEIVABLE AND SIMILAR INCOME

	2014 £	2013 £
Interest receivable from group undertakings	<u>1,979</u>	<u>1,870</u>

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of (credit) / charge in the year

	2014 £	2013 £
Current tax		
UK Corporation tax on profit/loss for the year	-	-
Group relief payable for losses surrendered from other group undertakings	<u>425</u>	<u>435</u>
Total current tax	<u>425</u>	<u>435</u>

(b) Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%)

The Finance Act 2013 enacted reductions in the UK corporate tax rate to 21% from April 2014 and 20% from April 2015. Deferred tax assets and liabilities are measured at the rate that is expected to apply to the accounting period when the asset is realised or the liability is settled, based on the above rates

	2014 £	2013 £
(Loss)/profit on ordinary activities before taxation	<u>(15,351)</u>	<u>1,870</u>
(Loss)/profit on ordinary activities at the standard rate of UK Corporation tax of 21.50% (2013 - 23.25%)	<u>(3,300)</u>	<u>435</u>
Expenses not deductible for tax purposes	<u>3,725</u>	<u>-</u>
Current tax charge for the financial year	<u>425</u>	<u>435</u>

(c) Factors that may affect future tax charges

The company has total unutilised tax losses carried forward estimated at £5,235,885 (2013 - £5,235,885), which may reduce future tax charges

UMGI (ATW) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

5 INVESTMENTS

Fixed Asset Investments

£

COST

At 1 January 2014 and 31 December 2014

133,640

PROVISION FOR IMPAIRMENT

At 1 January 2014 and 31 December 2014

133,640

NET BOOK VALUE

At 31 December 2014 and 31 December 2013

-

The company's following directly held 100% subsidiary was incorporated in Singapore

SUBSIDIARY

PRINCIPAL ACTIVITY

ATW Singapore PTE Limited

Event Management

6 DEBTORS

	2014 £	2013 £
Trade debtors	7,613	7,613
Amounts owed by group undertakings	333,572	342,328
VAT recoverable	59	-
Other debtors	7,607	7,607
	<u>348,851</u>	<u>357,548</u>

All other amounts owed by UK group undertakings are unsecured and repayable on demand Interest accrues on these amounts at 1 month LIBOR plus 0.1%

7 CREDITORS: Amounts falling due within one year

	2014 £	2013 £
Overdrafts	6,902	-
Other creditors	30,000	30,000
Accruals and deferred income	32,364	32,364
	<u>69,266</u>	<u>62,364</u>

All amounts owed to group undertakings are unsecured and repayable on demand Interest accrues on these amounts at 1 month LIBOR plus 0.1%

8 CAPITAL COMMITMENTS

The company had no capital commitments at 31 December 2013 or 31 December 2012

UMGI (ATW) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

9 SHARE CAPITAL

Authorised share capital.

	2014 £	2013 £
500 Ordinary A shares of £0.01 each	5	5
500 Ordinary B shares of £0.01 each	5	5
	<u>10</u>	<u>10</u>

Allotted, called up and fully paid.

	2014 No	£	2013 No	£
Ordinary A shares of £0.01 each	200	2	200	2
Ordinary B shares of £0.01 each	200	2	200	2
	<u>400</u>	<u>4</u>	<u>400</u>	<u>4</u>

10 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital £	Share premium account £	Profit and loss account £	Total share- holders' funds £
Balance brought forward at 1 January 2013	4	1,000,000	(706,255)	293,749
Profit for the year	—	—	1,435	1,435
Balance brought forward at 1 January 2014	4	1,000,000	(704,820)	295,184
Loss for the year	—	—	(15,776)	(15,776)
Foreign currency translation	—	—	177	177
Balance carried forward at 31 December 2014	<u>4</u>	<u>1,000,000</u>	<u>(720,419)</u>	<u>279,585</u>

11 ULTIMATE PARENT COMPANY

The immediate parent company is Universal Music Holdings Limited, a company incorporated and operating in England. The ultimate parent undertaking and controlling party is Vivendi SA, a company incorporated in France. The smallest and largest group in which the results of the company will be consolidated will be that headed by Vivendi SA, incorporated in France. Copies of its annual report in English may be obtained from

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