DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

THURSDAY

LD4 27/12/2012 COMPANIES HOUSE

COMPANY INFORMATION

DIRECTORS

Mr R D Parker

Mr S S Jhooti

COMPANY SECRETARY

R D Parker

COMPANY NUMBER

05785546

REGISTERED OFFICE

The Light Box, PC 126

111 Power Road

London W4 5PY

AUDITORS

Nexia Smith & Williamson

Statutory Auditor & Chartered Accountants

25 Moorgate London EC2R 6AY

BANKERS

HSBC Bank PLC

2 Love Lane Pinner HA5 3EG

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012

The directors present their report and the financial statements for the year ended 31 March 2012

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 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,
- make judgments and accounting estimates that are reasonable and prudent,
- 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.

PRINCIPAL ACTIVITIES

During the period under review, the company's principal activity was in sales of specialised sports cameras and accessories

DIRECTORS

The directors who served during the year were

Mr R D Parker Mr S S Jhoots

PROVISION OF INFORMATION TO AUDITORS

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

- so far as that director is aware, there is no relevant audit information of which the company's auditors
 are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of
 any information needed by the company's auditors in connection with preparing their report and to
 establish that the company's auditors are aware of that information

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012

AUDITORS

The auditors, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board on

21/12/12.

and signed on its behalf

Mr S S Jhooti Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF DRIFT INNOVATION LIMITED

We have audited the financial statements of Drift Innovation Limited for the year ended 31 March 2012, which comprise the Profit and loss account, the Balance sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities)

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 Auditors' 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 1, 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

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www frc org uk/apb/scope/private cfm

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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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 the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

The comparative financial information for the year ended 31 March 2011 is unaudited

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF DRIFT INNOVATION LIMITED

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 take advantage of the small companies' exemption in preparing the Directors' report

Nexia Srikh & Williamson

Sancho Simmonds (Senior statutory auditor)

for and on behalf of Nexia Smith & Williamson

Statutory Auditor Chartered Accountants

25 Moorgate London EC2R 6AY

Date 27 December 2012

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2012

| | | 2012 | 2011 |
|---|------|-------------|-------------|
| | Note | £ | £ |
| TURNOVER | 1 | 4,384,311 | 2,360,878 |
| Cost of sales | | (3,561,774) | (1,597,041) |
| GROSS PROFIT | | 822,537 | 763,837 |
| Administrative expenses | | (518,025) | (179,630) |
| OPERATING PROFIT | 2 | 304,512 | 584,207 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 304,512 | 584,207 |
| Tax on profit on ordinary activities | 5 | (83,221) | (162,061) |
| PROFIT FOR THE FINANCIAL YEAR | 12 | 221,291 | 422,146 |

There were no recognised gains or losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 7 to 11 form part of these financial statements

DRIFT INNOVATION LIMITED REGISTERED NUMBER: 05785546

BALANCE SHEET AS AT 31 MARCH 2012

| | Note | £ | 2012 £ | £ | 2011 £ |
|---|-------|-----------|-----------|---------------------------------------|-----------|
| FIXED ASSETS | | | | | |
| Tangible assets | 6 | | 19,121 | | - |
| CURRENT ASSETS | | | | | |
| Stocks | | 256,096 | | 185,055 | |
| Debtors | 7 | 674,849 | | 747,100 | |
| Cash at bank | | 130,041 | | 5,665 | |
| | | 1,060,986 | • | 937,820 | |
| CREDITORS. amounts falling due within one year | 8 | (321,138) | | (488,748) | |
| NET CURRENT ASSETS | | | 739,848 | · · · · · · · · · · · · · · · · · · · | 449,072 |
| TOTAL ASSETS LESS CURRENT LIABIL | ITIES | • | 758,969 | - | 449,072 |
| PROVISIONS FOR LIABILITIES | | | | | |
| Deferred tax | 9 | (4,589) | | - | |
| Other provisions | 10 | (110,942) | | (26, 925) | |
| | | | (115,531) | | (26,925) |
| NET ASSETS | | • | 643,438 | _ | 422,147 |
| CAPITAL AND RESERVES | | • | | - | |
| Called up share capital | 11 | | 1 | | 1 |
| Profit and loss account | 12 | | 643,437 | _ | 422,146 |
| SHAREHOLDERS' FUNDS | | | 643,438 | | 422,147 |

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

Mr S S Jhooti

Director

The notes on pages 7 to 11 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

1.2 Cash flow

The financial statements do not include a Cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008)

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods supplied during the year, exclusive of Value Added Tax and trade discounts

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Fixtures & fittings

50% Straight Line

Office equipment

50% Straight Line

Website

33 3% Straight Line

1.5 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

ACCOUNTING POLICIES (continued)

1.7 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and loss account

OPERATING PROFIT 2.

| OFERATING PROFIT | | |
|--|---|--|
| The operating profit is stated after charging | | |
| | 2012 £ | 2011 £ |
| Depreciation of tangible fixed assets - owned by the company = | 1,465 | |
| | | |
| AUDITORS' REMUNERATION | | |
| | 2012 £ | 2011 £ |
| Fees payable to the company's auditor for the audit of the company's annual accounts | 7,750 | - |
| DIRECTORS' REMUNERATION | | |
| The directors did not received any remuneration in the current or preceed | ding period | |
| TAXATION | | |
| | 2012 £ | 2011 £ |
| Analysis of tax charge in the year/period | | |
| | The operating profit is stated after charging Depreciation of tangible fixed assets - owned by the company AUDITORS' REMUNERATION Fees payable to the company's auditor for the audit of the company's annual accounts DIRECTORS' REMUNERATION The directors did not received any remuneration in the current or precess TAXATION | The operating profit is stated after charging 2012 £ Depreciation of tangible fixed assets - owned by the company 1,465 AUDITORS' REMUNERATION 2012 £ Fees payable to the company's auditor for the audit of the company's annual accounts 7,750 DIRECTORS' REMUNERATION The directors did not received any remuneration in the current or preceding period TAXATION 2012 £ |

| | 3 | £ |
|---|--------|-------------|
| Analysis of tax charge in the year/period | | |
| Current tax | | |
| UK corporation tax charge on profit for the year/period | 78,632 | 162,061 |
| Deferred tax (see note 9) | | |
| Origination and reversal of timing differences | 4,589 | - |
| Tax on profit on ordinary activities | 83,221 | 162,061 |
| | | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

5. TAXATION (continued)

Factors affecting tax charge for the year/period

The tax assessed for the year/period is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 26% (2011 - 28%) The differences are explained below

| | 2012 £ | 2011 £ |
|--|------------------|-----------|
| Profit on ordinary activities before tax | 304,512 | 584,207 |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 - 28%) | 79,173 | 163,578 |
| Effects of: | | |
| Expenses not deductible for tax purposes, | 7,719 | 1,304 |
| Capital allowances for year/period in excess of depreciation Group relief | (4,971) (487) | <u>-</u> |
| Marginal relief | (2,802) | (2,821) |
| Current tax charge for the year/period (see note above) | 78,632 | 162,061 |

6. TANGIBLE FIXED ASSETS

| | Fixtures & fittings £ | Office equipment £ | Website development costs £ | Total £ |
|--|-----------------------------|--------------------------|--------------------------------------|-------------|
| Cost | | | | |
| At 1 April 2011 Additions | - 2,277 | - 3,784 | 14,525 | - 20,586 |
| At 31 March 2012 | 2,277 | 3,784 | 14,525 | 20,586 |
| Depreciation | | | | |
| At 1 April 2011 Charge for the year | - 441 | - 1,024 | - - | 1,465 |
| At 31 March 2012 | 441 | 1,024 | - | 1,465 |
| Net book value | | | | , |
| At 31 March 2012 | 1,836 | 2,760 | 14,525 | 19,121 |
| At 31 March 2011 | | _ | - | - |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

| 7. | DEBTORS | | |
|----|---|-------------------|-------------------|
| | | 2012 | 2011 |
| | ~ | £ | £ |
| | Trade debtors Prepayments | 320,313 82,588 | 554,845 82,744 |
| | Advance payment to suppliers | 234,603 | 109,511 |
| | Other debtors | 37,345 | - |
| | | 674,849 | 747,100 |
| • | OBERITORS. | | |
| 8. | CREDITORS: Amounts falling due withın one year | | |
| | | 2012 | 2011 |
| | | £ | £ |
| | Trade creditors | 108,869 | |
| | Amounts owed to group undertakings | 55,768 442,457 | 321,906 |
| | Corporation tax Social security and other taxes | 143,457 5,071 | 162,061 31 |
| | Other creditors | 7,973 | 4,750 |
| | | 321,138 | 488,748 |
| 9. | DEFERRED TAXATION | | |
| | | 2012 | 2011 |
| | | £ | £ |
| | At beginning of year/period | - | - |
| | Charge for year/period | 4,589 | |
| | At end of year/period | 4,589 | |
| | The provision for deferred taxation is made up as follows | | |
| | | 2012 | 2011 |
| | | 3 | £ |
| | Accelerated capital allowances | 4,589 | - |
| | | | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

10. PROVISIONS

| | Warranty provisions £ |
|--------------------------------------|-----------------------------|
| At 1 April 2011 Charge for period | 26,925 84,017 |
| At 31 March 2012 | 110,942 |
| | |

Warranty provisions

It is anticipated that the warranty provision will be utilised within one year from the balance sheet date

11. SHARE CAPITAL

| | 2012 | 2011 |
|------------------------------------|------|------|
| | £ | £ |
| Allotted, called up and fully paid | | |
| 1 Ordinary share of £1 | 1 | 1 |
| | | |

12. RESERVES

| | Profit and loss account £ |
|--|---------------------------------|
| At 1 April 2011 Profit for the year | 422,146 221,291 |
| At 31 March 2012 | 643,437 |

13. RELATED PARTY TRANSACTIONS

During the year, Action Cameras Limited, the parent undertaking, paid expenses on behalf of the company amounting to £576,250 (2011 - £396,632) In addition, Action Cameras Limited collected income on behalf of the company amounting to £277,533 (2011 - £74,729) The company also sold goods to Action Cameras Limited amounting to £1,104,568 (2011 - £929,194) Amounts owed to Action Cameras Limited at the year end were £55,761 (2011 - owed from £90,424)

14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Action Cameras Limited. The ultimate controlling parties are considered to be R D Parker and S S Jhooti by virtue of their controlling interest in Action Cameras Limited.