

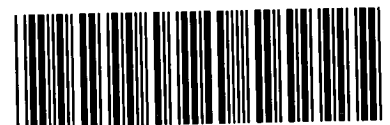
Registered number: 06950777

Big Pixel Studios Limited

Annual report and financial statements

For the period ended 31 December 2018

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Big Pixel Studios Limited

Company Information

Directors	E Browne R Friend F Resnick
Company secretary	E Browne
Registered number	06950777
Registered office	Turner House 16 Great Marlborough Street London W1F 7HS
Independent auditors	Ernst & Young LLP 1 More London Place London SE1 2AF
Bankers	Barclays Bank PLC PO Box 544 1st Floor 54 Lombard Street London EC3V 9EX

Big Pixel Studios Limited

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Big Pixel Studios Limited

Directors' report for the period ended 31 December 2018

The directors present their report and the audited financial statements of the company for the 15 month period from 1 October 2017 to 31 December 2018.

Results and dividends

The profit for the financial period, after taxation, was \$58,589 (2017: \$341,367).

The directors did not recommend the payment of a dividend in respect of the period ended 31 December 2018 (2017: \$Nil).

Changes in equity

On 12 February 2018 the company bought back 15 of its ordinary £1 shares for an aggregate amount of \$480,182, reducing share capital by \$22 (£15) and retained earnings by \$480,160.

Going concern

No material uncertainties that cast 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

The directors who have served during the year and up to the date of signing the financial statements, unless otherwise indicated, are as follows:

D Burpitt (resigned 27 February 2018)
E Browne (appointed 27 February 2018)
R Friend (appointed 27 February 2018)
J Olsen (appointed 27 February 2018, resigned 1 March 2019)
F Resnick (appointed 14 March 2019)

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 a policy was in force during the period and is in force as at the date of approving the Directors' report.

Big Pixel Studios Limited

Directors' report (continued) for the period ended 31 December 2018

Statement of directors' responsibilities

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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 judgements 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 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 to enable them to ensure that the financial statements of the company 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.

Disclosure 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 the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all the steps that ought to have been taken as a directors in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

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

Auditors

Ernst & Young LLP will be appointed as the company's auditor in accordance with the elective resolution passed by the company under Section 485 of the Companies Act 2006.

Big Pixel Studios Limited

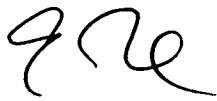
Directors' report (continued) for the period ended 31 December 2018

Small companies note

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

The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and has not prepared a strategic report.

This report was approved by the board and signed on its behalf.



E Browne
Director

Date: 10.12.2019

Independent auditors' report to the members of Big Pixel Studios Limited

Opinion

We have audited the financial statements of Big Pixel Studios Limited (the 'company') for the period ended 31 December 2018, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 15, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 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.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusion relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent auditors' report to the members of Big Pixel Studios Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters 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; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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.

We have nothing to report in respect of the following matters in relation to which 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 exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Independent auditors' report to the members of Big Pixel Studios Limited (continued)

Responsibilities of directors

As explained more fully in the statement of Director's responsibilities on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

Use of our report

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.



Philip Young (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
1 More London Place
London
SE1 2AF

Date: 13/12/19

Big Pixel Studios Limited

Statement of comprehensive income for the period ended 31 December 2018

		15 month period from 1 October 2017 to 31 December 2018 \$	Year ended 30 September 2017 \$
	Note		
Turnover		1,278,902	651,469
Cost of sales		-	(19,593)
Gross profit		1,278,902	631,876
Administrative expenses		(1,469,027)	(268,228)
Operating (loss)/profit		(190,125)	363,648
Interest receivable and similar income		280	-
(Loss)/profit before tax		(189,845)	363,648
Tax on (loss)/profit	9	248,434	(22,281)
Profit for the financial period/year		58,589	341,367
Exchange gain on retranslation		-	35,903
Total comprehensive income for the period/year		58,589	377,270

All amounts relate to continuing operations.

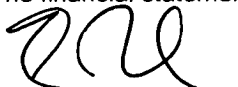
The notes on pages 10 to 17 form part of these financial statements.

**Statement of financial position
as at 31 December 2018**

	Note	31 December 2018 \$	30 September 2017 \$
Fixed assets			
Tangible assets	10	-	4,061
Current assets			
Debtors	11	272,633	162,575
Cash at bank and in hand		441,226	736,685
		<u>713,859</u>	<u>899,260</u>
Creditors: amounts falling due within one year	12	(334,018)	(101,887)
Net current assets		<u>379,841</u>	<u>797,373</u>
Net assets		<u><u>379,841</u></u>	<u><u>801,434</u></u>
Capital and reserves			
Called up share capital	13	128	150
Retained earnings	14	379,713	801,284
Total equity		<u><u>379,841</u></u>	<u><u>801,434</u></u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the provisions of Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' and amended by Section 1A 'Small Entities'.

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


E Browne
Director

Date: 10.12.2019

The notes on pages 10 to 17 form part of these financial statements.

Big Pixel Studios Limited

Statement of changes in equity for the period ended 31 December 2018

	Called up share capital	Retained earnings	Total equity
	\$	\$	\$
At 1 October 2017	150	801,284	801,434
Comprehensive income for the period			
Profit for the financial period	-	58,589	58,589
Contributions by and distributions to owners			
Shares bought back in the period	(22)	(480,160)	(480,182)
At 31 December 2018	128	379,713	379,841

Statement of changes in equity for the year ended 30 September 2017

	Called up share capital	Retained earnings	Total equity
	\$	\$	\$
At 1 October 2016	150	424,014	424,164
Comprehensive income for the year			
Profit for the financial year	-	341,367	341,367
Exchange gain on retranslation	-	35,903	35,903
At 30 September 2017	150	801,284	801,434

The notes on pages 10 to 17 form part of these financial statements.

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

1. General information

The principal activity of Big Pixel Studios Limited ('the company') is that of computer game development.

The company is a private company limited by shares and incorporated and domiciled in England and Wales. The address of its registered office is Turner House, 16 Great Marlborough Street, London, W1F 7HS.

2. Statement of compliance

The individual financial statements of Big Pixel Studios Limited have been prepared in compliance with United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' as amended by Section 1A - Small Entities ('FRS 102') and the Companies Act 2006.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements.

3.1 Basis of preparation of financial statements

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of the financial statements in conformity with FRS 102 as amended by Section 1A - Small Entities requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions are estimates are significant to the financial statements discussed in note 4.

3.2 Functional and presentational currency

The functional and presentation currency is in US Dollars. The functional and presentation currency of the company was previously £ Sterling; in 2018 the company was acquired by Turner Broadcasting System Inc. The revenues generated by the company will be denominated in the parent company's functional currency and so the functional and presentation currency of the company was amended to become that of its parent company.

3.3 Turnover

Turnover represents the value of services provided during the year in the normal course of business net of value added tax. The company's activities are based primarily in the UK.

3.4 Interest receivable and similar income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

3. Summary of significant accounting policies (continued)

3.5 Foreign currency

Monetary assets and liabilities are remeasured into US Dollars at rates of exchange prevailing at the statement of financial position date. Non-monetary items denominated in currencies other than US Dollars are converted to US Dollars using the exchange rate at the transaction date. Income and expense accounts are converted into US Dollars using average rates of exchange. All exchange gains or losses on settlement or remeasurement at closing rates of exchange of monetary assets and liabilities are capitalised as part of the production cost.

3.6 Pension costs

The company participates in the Time Warner Money Purchase Pension Plan, a defined contribution scheme. The pension cost charged to the statement of comprehensive income represents contributions payable by the company to the relevant funds as they become payable in accordance with the rules of the scheme.

3.7 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the period and tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

(ii) Deferred tax

Deferred tax arises from timing differences that are between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date. Deferred tax assets are only recognised to the extent that they are considered recoverable against future taxable profits.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse. Deferred tax balances are not discounted.

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

3. Summary of significant accounting policies (continued)

3.8 Tangible assets

Tangible assets are recognised at cost and subsequently measured at cost less accumulated depreciation and provision for impairment. All tangible assets are depreciated over their estimated useful economic life on a straight line basis.

The annual rates of depreciation are as follows:

- Computer and office equipment
- 3 - 5 years

3.9 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors and amounts owed to and from group undertakings.

Debt instruments, like loans and other debtors and creditors, are initially measured at present value of the future payments and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade creditors or debtors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially and subsequently, at the present value of the future payment discounted at a market rate of interest for a similar debt instrument.

The company's financial assets measured at amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.10 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3.11 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by shareholders at an annual general meeting.

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

4. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made judgements in determining whether there are indicators of impairment of the company's tangible assets. Factors taken into consideration in reaching a decision include the economic viability, expected future financial performance of the investments as well as any significant changes to the technological, market, economic or legal environments in which the investments operate.

The company's directors are of the opinion that there are no further judgements or key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying value of assets or liabilities for the company within the next financial year.

5. Auditors' remuneration

The statutory audit fee for the current period was \$16,243 (Year ended 30 September 2017: \$Nil). Fees payable to auditors for non-audit services was \$Nil (Year ended 30 September 2017: \$Nil).

6. Director's emoluments

The directors did not receive remuneration for their qualifying services during the current or preceding financial year. Director emoluments for qualifying services are borne by another group undertaking.

7. Employees

The average number of permanent employees (including the director) during the period was 7 (Year ended 30 September 2017: 4).

8. Staff costs

	15 Month period from 1 October 2017 to 31 December 2018 \$	Year ended 30 September 2017 \$
Wages and salaries	759,476	197,826
Social security costs	58,179	17,256
Other pension costs	-	260
	<u>817,655</u>	<u>215,342</u>

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

9. Tax on (loss)/profit

	15 Month period from 1 October 2017 to 31 December 2018 \$	Year ended 30 September 2017 \$
UK corporation tax		
Current tax on (loss)/profits for the period/year	(248,434)	22,281
Total current tax (credit)/charge	(248,434)	22,281

Factors affecting total tax (credit)/charge for the period/year:

The standard rate of current tax for the period, based on the UK standard rate of corporation tax is 19% (2017: 19.5%). The differences are explained below:

	15 Month period from 1 October 2017 to 31 December 2018 \$	Year ended 30 September 2017 \$
(Loss)/profit on ordinary activities before tax	(189,845)	363,648
Tax on profit on ordinary activities at standard rate	(36,071)	70,911
Effects of:		
Disallowable expenses	4,965	678
Impact of creative tax credits	(248,434)	(43,157)
Current period movement in unrecognised deferred tax	19,324	(6,151)
Group relief surrendered for nil consideration	11,782	-
Total tax (credit)/charge for the period/year	(248,434)	22,281

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

9. Tax on profit (continued)

Deferred Tax not provided

The company has not provided for deferred tax assets on timing differences. By agreement with other companies in the group the company is entitled to claim group relief for nil consideration tax rate and has the obligation to surrender future tax losses for nil consideration. Therefore no deferred tax asset is recognised.

Factors affecting future tax charges

The Finance Act 2016 included legislation to reduce the main rate of corporation tax rate from 19% to 17% from 1 April 2020. The effect of these changes on the deferred tax balance is reflected in these accounts.

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

10. Tangible fixed assets

	Computer and office equipment \$
Cost	
At 1 October 2017	38,660
At 31 December 2018	38,660
Accumulated depreciation and impairment	
At 1 October 2017	34,599
Impairment charge for the period	4,061
At 31 December 2018	38,660
Net book value	
At 31 December 2018	-
At 31 December 2017	4,061

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

11. Debtors

	31 December 2018 \$	30 September 2017 \$
Trade debtors	-	156,896
Other debtors	272,633	5,679
	<u>272,633</u>	<u>162,575</u>

12. Creditors: Amounts falling due within one year

	31 December 2018 \$	30 September 2017 \$
Trade creditors	63,084	4,330
Amounts owed to group undertakings	115,129	-
Corporation tax	-	23,319
Other creditors	528	162
Accruals	155,277	74,076
	<u>334,018</u>	<u>101,887</u>

Amounts owed to group undertakings are unsecured, interest-free and repayable on demand.

13. Share capital

	31 December 2018 \$	30 September 2017 \$
Allotted, called up and fully paid		
85 (2017: 100) ordinary shares of £1 each	<u>128</u>	<u>150</u>

On 12 February 2018 the company bought back 15 of its ordinary £1 shares.

14. Retained earnings

Retained earnings represents cumulative profits, losses and total other recognised gains or losses made by the company, including distributions to, and contributions from, the parent company.

Big Pixel Studios Limited

Notes to the financial statements for the period ended 31 December 2018

15. Controlling party

The company's ultimate parent undertaking is AT&T Inc., which is incorporated in the United States of America. Copies of its group financial statements, which include the company, are available from 208 S. Akard Street, Suite 2954, Dallas, Texas 75202.

The company's immediate parent undertaking is Turner Broadcasting System, Inc, a company incorporated in the United States of America.

From 27 February 2018, 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.

On 14 June 2018, AT&T Inc., acquired Time Warner Inc., which was renamed Warner Media, LLC in a merger transaction that resulted in Warner Media, LLC becoming a direct subsidiary of AT&T Inc., and AT&T Inc. become the ultimate parent undertaking.