

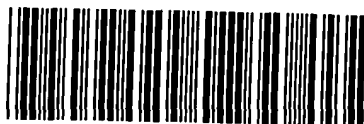
**CBS UK Channels Limited**

**Annual report and financial statements**

**Registered number 06972345**

**31 December 2017**

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## **Directors' report**

The directors present their annual report and the audited financial statements of CBS UK Channels Limited ("the Company") for the year ended 31 December 2017.

### **Principal activities**

The Company has a 49% economic interest in CBS AMC Networks UK Channels Partnership, a joint venture with AMC Networks (UK) Limited (Formerly Zone Media Broadcasting Limited), to broadcast CBS content in the UK. There have been no changes in the Company's principal activities during 2017.

### **Going concern**

The Directors have considered the appropriateness of the going concern assumption as in prior and current years the company had net current liabilities. CBS Corporation Inc. has provided the Company with an undertaking that it will, for at least 12 months from the date of approval of these financial statements, continue to make available such funds as are needed by the Company. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

### **Principal risks and uncertainties**

The management of the Company and execution of the Company's strategy are subject to a number of risks. The directors have identified the need to manage the Company's material financial risks, including foreign exchange, liquidity and interest rate risks. These risks are monitored through a Group Treasury management function which invests surplus funds, mitigates foreign exchange exposure and manages borrowings for CBS Corporation group companies (the 'Group').

Group Treasury also seeks to limit counter-party risk by conducting all of its banking and dealing activities with a limited number of major international banks, whose status is kept under review.

#### **Liquidity Risk**

The Company finances its operations through a combination of intercompany payables, issued ordinary share capital and a commitment of financial support from the parent entity.

#### **Foreign Exchange Risk**

To the extent that the Company enters into banking arrangements and intercompany agreements in currencies different to that of the Company's functional currency, there is an exposure to movements in exchange rates. The Company does not participate in cross-currency hedging.

### **Key performance indicators (KPI)**

Given the straightforward nature of the business, KPIs are limited to the financial results of the Company.

### **Results and Dividends**

The results for the year are set out on page 6. The Company made a loss before tax of £299,907 (2016: £13,159). The directors do not recommend the payment of a dividend (2016: £nil).

The results are in line with expectations of the directors.

## **Directors' report (continued)**

The directors who held office during the year and up to the date of signing these financial statements were as follows:

Richard Jones  
Stephen Tague

Certain directors benefit from qualifying third party indemnity provisions in place and qualifying pension scheme indemnity provisions during the financial year and at the date of this report. The Company provided qualifying third party indemnity provisions to certain directors of associated companies during the financial year and at the date of this report.

### **Political contributions**

The Company made no political or charitable donations during the year (2016: *£nil*).

### **Disclosure of information to auditors**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### **Independent Auditors**

Pursuant to Section 487 of the Companies Act 2006, the auditors PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

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

  
Stephen Tague  
Director

CBS UK Channels Limited  
Company registered number: 06972345  
Cannon Place  
78 Cannon Street  
London  
EC4N 6AF

28<sup>th</sup> August 2018

## **Statement of directors responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

select suitable accounting policies and then apply them consistently;

state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;

make judgements and accounting estimates that are reasonable and prudent; 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 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.

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.

### **Directors' confirmations**

In the case of each director in office at the date the Directors' Report is approved:

so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

# ***Independent auditors' report to the members of CBS UK Channels Limited***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, CBS UK Channels Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: Balance Sheet as at 31 December 2017; the Profit and Loss Account and Other Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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### **Conclusions relating to going concern**

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

- 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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### **Reporting on other information**

The other information comprises all of the information 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, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

#### **Responsibilities for the financial statements and the audit**

##### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

##### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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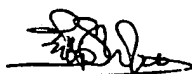
## **Other required reporting**

### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Philip Stokes (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

29 August 2018

## Profit and Loss Account and Other Comprehensive Income

*for the year ended 31 December 2017*

	Note	2017 £	2016 £
Administrative expenses	2	(19,598)	(13,159)
<b>Operating loss</b>		<b>(19,598)</b>	<b>(13,159)</b>
<b>Loss before taxation</b>		<b>(19,598)</b>	<b>(13,159)</b>
Tax on loss	4	(280,309)	(582,178)
<b>Loss for the financial year</b>		<b>(299,907)</b>	<b>(595,337)</b>

There were no other recognised gains and losses in the current or prior year other than those included in the profit and loss account shown above.

The notes on pages 9 to 14 form an integral part of these financial statements.




**Balance Sheet**  
**At 31 December 2017**

	Note	2017 £	2016 £
<b>Fixed assets</b>			
Investments	5	1,337,526	3,787,526
Deferred tax asset	6	-	273,792
		<u>1,337,526</u>	<u>4,061,318</u>
<b>Current assets</b>			
Cash at bank and in hand		7,172	2,648
		<u>7,172</u>	<u>2,648</u>
<b>Creditors: amounts falling due within one year</b>	7	(9,059,783)	(11,479,144)
<b>Net current (liabilities)/assets</b>		<u>(9,052,611)</u>	<u>(11,476,496)</u>
<b>Total assets less current liabilities</b>		<u>(7,715,085)</u>	<u>(7,415,178)</u>
<b>Net liabilities</b>		<u>(7,715,085)</u>	<u>(7,415,178)</u>
<b>Capital and reserves</b>			
Called up share capital	8	1	1
Profit and loss account		(7,715,086)	(7,415,179)
<b>Shareholders' deficit</b>		<u>(7,715,085)</u>	<u>(7,415,178)</u>

The notes on pages 9 to 14 form part of these financial statements.

These financial statements were approved by the board of directors on 28<sup>th</sup> August 2018 and were signed on its behalf by:

  
Stephen Tague  
Director  
Company registered number: 06972345

## Statement of Changes in Equity

	Called up Share capital	Profit and loss account	Total equity
	£	£	£
Balance at 1 January 2016	1	(6,819,842)	(6,819,841)
<b>Total comprehensive expense for the year</b>			
Loss for the financial year	-	(595,337)	(595,337)
<b>Balance at 31 December 2016</b>	<b>1</b>	<b>(7,415,179)</b>	<b>(7,415,178)</b>
<b>Total comprehensive expense for the year</b>			
Loss for the financial year	-	(299,907)	(299,907)
<b>Balance at 31 December 2017</b>	<b>1</b>	<b>(7,715,086)</b>	<b>(7,715,085)</b>

The notes on pages 9 to 14 form part of these financial statements.

## Notes to the financial statements

### 1 Accounting principles

CBS UK Channels Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK. The Company's primary activity is a holding entity within the CBS Group.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

As the Company is a wholly owned subsidiary of CBS Corporation, the Company has taken advantage of the exemption contained in Paragraph 33.1A of FRS 102 and has therefore not disclosed transactions or balances with the ultimate parent of the group or any other wholly owned subsidiaries.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

The Company's ultimate parent undertaking, CBS Corporation Inc. includes the Company in its consolidated financial statements. The consolidated financial statements of CBS Corporation Inc. are available to the public and may be obtained from 51 West 52 Street, New York, 10019-6188, USA. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 10.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

#### 1.2 Going concern

The Directors have considered the appropriateness of the going concern assumption as in prior year the company had net current liabilities. CBS Corporation Inc. has provided the Company with an undertaking that it will, for at least 12 months from the date of approval of these financial statements, continue to make available such funds as are needed by the Company. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

#### 1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

## Notes to the financial statements (continued)

### 1 Accounting policies (continued)

#### 1.4 Basic financial instruments

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents.

#### 1.5 Expenses

##### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

#### 1.6 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

## Notes (continued)

### 2 Auditor's remuneration

Included in profit/loss are the following:

	2017 £	2016 £
Audit of these financial statements	18,500	13,525
	<u>18,500</u>	<u>13,525</u>

### 3 Directors' remuneration

The directors of the Company are remunerated by another entity within the Group. The directors' services to the Company are not considered to be material therefore are not disclosed separately here (2016: £nil).

### 4 Tax on loss

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2017 £	2016 £
<i>Current tax</i>		
Current tax on income for the year	6,517	-
Adjustments in respect of prior period	-	-
Total current tax charge	<u>6,517</u>	<u>-</u>
<i>Deferred tax (see note 6)</i>		
Origination and reversal of timing differences	398,453	666,568
Change in tax rate	-	(84,390)
Adjustment in respect of previous periods	<u>(124,661)</u>	<u>-</u>
Total deferred tax	<u>273,792</u>	<u>582,178</u>
Total tax	<u>280,309</u>	<u>582,178</u>

## Notes to the financial statement (continued)

### 4 Tax on loss

#### Reconciliation of effective tax rate

	2017 £	2016 £
Loss for the year	(299,955)	(595,337)
Total tax expense	280,357	582,178
Loss for the year before tax	(19,598)	(13,159)
Tax using the UK corporation tax rate of 19.25% (2016: 20.00%)	(3,771)	(2,632)
Reduction in tax rate on deferred tax balances	-	(84,390)
Share of taxable income from the partnership	408,741	669,200
Adjustment in respect of prior years	(124,661)	-
Total tax expense included in profit or loss	280,309	582,178

The Company has tax losses of £nil (2016: £1,422,549) available to carry forward against future profits and expects to be able to benefit from tax losses carried forward in future years.

Reductions in the UK corporation rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantially enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were substantially enacted on September 2017. The deferred tax balance at 31 December 2017 has been calculated based on these rates.

### 5 Investments

	Associates 2017 £
Balance at 1 January 2017	3,787,526
Refunds from partnership	(2,450,000)
Balance at 31 December 2017	1,337,526

At 31 December 2017 the company held the following investments in associated companies:

<u>Company</u>	<u>Address</u>	<u>Country of incorporation</u>	<u>Principal activity</u>	<u>Class and percentage of shares held</u>
CBS AMC Networks UK Channels Partnership	111 Salusbury Road London NW6 6RG United Kingdom	United Kingdom	Distribution of filmed product for television viewing	49% of ordinary shares

## Notes (continued)

### 6 Deferred tax assets

Deferred tax assets are attributable to the following (all movements recognised through Profit & Loss):

	2017 £	2016 £
Unused tax losses	-	273,792
Other	-	-
	<hr/>	<hr/>
Tax assets / (liabilities)	-	273,792
	<hr/>	<hr/>

In addition to the deferred tax assets above, the Company has additional unrecognised gross tax losses of £nil (2016: £nil).

### 7 Creditors: amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	9,031,066	11,458,584
Accruals and deferred income	22,200	20,430
Corporate Tax Liability	6,517	-
Cash	-	130
	<hr/>	<hr/>
	9,059,783	11,479,144
	<hr/>	<hr/>

The amount owed to group company has not been secured, has no maturity, is payable on demand and attracts no interest.

### 8 Capital and reserves

	2017 £	2016 £
Called up share capital	-	-
<i>Allotted, called up and fully paid</i>		
1 (2016: 1) ordinary shares of £1 each	1	1
	<hr/>	<hr/>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

### 9 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of CBS Corporation Inc. based in the USA, which is the ultimate parent company. The ultimate controlling party of CBS UK Channels Limited is National Amusements Inc., the beneficial owner of the majority of CBS Corporation voting shares.

The largest group in which the results of the Company are consolidated is that headed by CBS Corporation Inc., USA. No other group financial statements include the results of the Company.

The consolidated financial statements of these groups are available to the public and can be obtained from 51 West 52 Street, New York, 10019-6188, USA

## Notes to the financial statements (continued)

### 10 Accounting estimates and judgments

#### *Key sources of estimation uncertainty*

The preparation of the financial statements requires management to make estimates and key assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. The actual results may differ from these estimates. The estimates and the underlying key assumptions are constantly assessed. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences.

Key assumptions, concerning the future and other key sources of estimation at the balance sheet date, that may cause material adjustment to the carrying amounts of assets or liabilities within the next financial year, such as the recoverability of certain assets/impairment calculations, are constantly assessed.

#### *Critical accounting judgements in applying the Company's accounting policies*

##### *Investments valuation*

The most critical estimates, assumptions and judgements relate to the determination of carrying value of unlisted investments in the Company's investments. The nature, facts and circumstance of the investment are taken into account on assessing whether there are any indications of a further impairment.

The following key assumptions were used in the impairment testing:

- Sales growth and EBITDA margins – as per the latest available partnership forecasts
- Long-term growth rate – 2% (2016: 2%)
- Discount rate – 14% (2016: 14%)

### 11 Subsequent events

Management is not aware of any other events that took place after balance sheet date that could have a material effect on the financial position of the Company.