# **CBS Studios Distribution UK Limited**

Annual report and financial statements Registered number 11682919 for the year ended 31 December 2021

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# Company information

**Directors** 

Richard Jones Gielijn Hilarius

Company secretary

Fieldfisher Secretaries Limited Fieldfisher Riverbank House,

2 Swan Lane, London,

United Kingdom,

EC4R 3TT

Registered number

11682919

**Country of Incorporation** 

United Kingdom

Registered office

Fieldfisher LLP

Fieldfisher Riverbank House,

2 Swan Lane, London,

United Kingdom,

EC4R 3TT

Independent auditors

Grant Thornton UK LLP

Chartered Accountants and Statutory Auditors

30 Finsbury Square,

London,

United Kingdom

EC2A 1AG

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# Strategic report

The directors present their strategic report together with the audited financial statements for the year ended 31 December 2021.

#### **Business review**

The year under review, represents the third period of trading for CBS Studios Distribution UK Limited (the "Company"). Due to an internal reorganization, as of 1 October 2021, the Company ceased trading and all its net assets, including its owned TV licenses contracts, were distributed to its new immediate parent Paramount Pictures International Limited ("PPIL"), for a total amount of \$5.1bn, leaving a residual share capital amount of \$1. Up to 30 September 2021, the entity has reported a turnover figure of \$591.0m which represents the revenue generated by selling TV licenses to other ViacomCBS entities (as of 31 Dec2020: \$748.9m). The latter entities then sell globally the TV licenses to third party customers. Expense includes administrative expenses of \$151.9m (as of 31 December 2020: \$651.7m) which comprises mainly an amortisation of intangible assets charge of \$151.8m (as of 31 December 2020: \$651.7m). This intangible asset of \$3.5bn represents the net book value as of 30 September 2021, of the TV licenses acquired by the Company when the entity started trading at the end of March 2019. The Company has generated a gross profit of \$179.7m (as of 31 December 2020: \$232.1m) and an operating profit of \$27.8m (2020: loss of \$416.6m). The Company provides a revolving credit facility to ViacomCBS Corporate, which has generated the majority of the net interest income up to 30 September 2021 of \$7.6m (as of 31 December 2020: \$2.2m). The net loss for the financial year is \$65.5m (as of 31 December 2020: loss of \$321.3m).

It is the intention to liquidate the company as soon as is feasible.

#### Principal risks and uncertainties

The Company's revenues are exposed mainly to secondary sales of content (from TV channels or streaming services) and therefore exposed to the risks and rewards associated with the TV content distribution market and it does not benefit from other income streams like: advertising, subscription, publishing, merchandising, etc.

The Company in adherence to the agreements embedded in the Licences, is completely reliant on ViacomCBS for its supply of content and does not as well control the quality of production.

In addition, the Company does not hold any relationship with end customers which increases its dependence with ViacomCBS.

#### Risk mitigating factors

As the Company is focused only on content distribution, it is exposed to the risks and rewards associated with the production of new original content, more in the longer term than in the shorter term.

By virtue of the various agreements with ViacomCBS embedded in the Licences, the Company has exclusive, evergreen access to a content library that has already been tried-and-tested (most shows are released in the US first before being distributed internationally).

However, as the intention is to liquidate the Company as soon as feasible there is no need to highlight any risk mitigation factor.

#### Financial key performance indicators

The directors regard turnover, profit and gross margin as the key performance indicators of the Company. Details of these are given in the performance of the business discussion above and the directors are in agreement with the performance of the business against these indicators.

# Other key performance indicators

The company has a positive net cash balance of \$nil (2020: \$701.3m) at period-end.

# Strategic report (continued)

#### Section 172 statement

Section 172(1) of the Companies Act 2006 requires the directors to act in the way they consider would be most likely to promote the success of the company for the benefit of its members as a whole and in doing so to have regard (amongst other matters) to:

- (a) the likely consequences of any decision in the long term;
- (b) the interests of the company's employees;
- (c) the need to foster the company's business relationships with suppliers, customers and others;
- (d) the impact of the company's operations on the community and the environment;
- (e) the desirability of the company maintaining a reputation for high standards of business conduct;
- (f) the need to act fairly as between members of the company.

The directors understand that the company's relationships with both internal and external stakeholders are dynamic, and that its stakeholders' interests may change over time. In response to this, the directors manage their key stakeholders' interests through various means of engagement; meetings, reports, telecommunications, emails and presentations. The directors respect these interests when discharging their duties and have identified the company's key stakeholders as its customers, shareholders, suppliers and the communities in which it operates.

As the Company is no longer a going concern and therefore, it will not generate sales and results in the foreseeable future nor engage further with any participant, no further disclosure is deemed necessary of any stakeholder.

#### Corporate governance arrangements

The Company is part of the Paramount Global group and as such corporate governance and decision making, engagement with stakeholders and the Company's impact on the environment is driven by the Paramount Global group strategy. Paramount Global has a complete commitment to the highest standards of corporate governance and complies with the NASDAQ Stock Market LLC ("NASDAQ") marketplace rules and other legal requirements.

This report, as part of the 2021 financial statements, was approved by the board on 29 June 2023 and signed on its behalf by:

Gielijn Hilarius

Gielijn Hilarius Director

# Directors' report

The directors present their report and the audited financial statements of CBS Studios Distribution UK Limited ("the Company") for the year ended 31 December 2021.

#### Principal activities

During the financial year up to 30 September 2021, the company's main activity was to acquire intra-group license agreements and to carry out and manage intra-group licensing activities. The Company also provided Treasury services for other Group entities, like: short term funding, foreign exchange rates spot trading and cash pooling.

Based on these intra-group license agreements the Company has the right to distribute and exploit Programs by Television Exploitation in the territories of responsibility. The partnership earns revenue based on sublicensing all its rights to CBS International (Netherlands) BV and its fellow Dutch registered companies: Showtime Distribution BV, WVI Films BV, CBS-CSI International BV and CBS Broadcast International BV.

## Financial reporting period

The Company's financial year starts on 01 January and ends on 31 December of each year.

#### Number of employees

The Company does not employ personnel.

#### Remuneration of the directors

No remuneration has been paid to the directors for this financial period.

# 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 and liquidity. These risks are monitored through a Group Treasury management function which invests surplus funds, mitigates foreign exchange exposure and manages borrowings for ViacomCBS Inc. 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.

#### Financial Risk Management

As at the balance sheet date the company was not exposed to any financial risk.

#### Interest rate risk

The Company incurs interest rate risk on interest-bearing receivables (in particular those included in cash).

## Liquidity Risk

The Company finances its operations through a combination of issued capital, retained earnings and intercompany payables.

# 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 (USD), there is an exposure to movements in exchange rates. This risk is monitored by the CBS Central Treasury which in addition to investing surplus funds and managing borrowings as well mitigates foreign exchange exposure.

#### Credit Risk

The Company is exposed to the risk of uncollectible intercompany receivables. However, this risk is capped by ViacomCBS Inc.

Bank accounts held by the Company are part of a cash pool arrangement. Where necessary, further securities will be furnished to the bank for available overdraft facilities.

# Directors' report (continued)

#### 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 Company's results for the period are set out on page 10. The Company made a loss of \$65,546,627 (as of 31 December 2020: loss of \$321,267,790). From 1 October 2021 the Company has ceased trading and all its net assets, including its owned TV licenses contracts, were distributed to its new immediate parent Paramount Pictures International Limited ("PPIL"), for a total amount of \$5.1bn, leaving a residual share capital amount of \$1. The intention is to liquidate the Company as soon as feasible.

The results are in line with the expectations of the directors.

#### Directors

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

Richard Jones Gielijn Hilarius

#### Directors' Liability Insurance

Qualifying third party indemnity was in force during the financial year and also at the date of approval of the financial statements; and that the indemnity is a qualifying third party indemnity where applicable. These indemnity policies are held by the ultimate holding company, ViacomCBS Inc.

#### Future developments and going concern

It is the intention to liquidate the company as soon as is feasible.

As the Company has ceased its activities, the directors consider it inappropriate to prepare the financial statements on a going concern basis and therefore the directors have prepared these financial statements on a basis other than going concern. Consequently, the assets and liabilities have been disclosed at values at which they are expected to be realized.

#### Post balance sheet events

The COVID-19 pandemic has negatively impacted, and is expected to continue to impact, the macroeconomic environment in the U.S. and globally. In an effort to contain COVID-19 or slow its spread, governments around the world have enacted various measures, some of which have been subsequently rescinded, modified or reinstated, including travel bans, orders to close or limit access to businesses not deemed "essential," vaccination and masking requirements, requirements to isolate residents to their homes or places of residence, and social distancing. The difficult macroeconomic environment has included increased and prolonged unemployment, a decline in consumer confidence, global supply chain issues and inflation, and prolonged declines in economic growth, as well as changes in consumer behaviour in response to the pandemic, which have had, and may continue to have, a negative impact on ViacomCBS Inc.' ViacomCBS Inc. is the ultimate parent company of CBS Studios Distribution UK Limited (the company, hereafter). Other pandemics or widespread health emergencies may have similar effects.

# Directors' report (continued)

As at 31 December 2021, the Company is with a net current asset position of \$nil and equity of \$nil.

Effective February 16, 2022, ViacomCBS Inc., the ultimate parent of the Company changed its name to Paramount Global.

# Streamlined Energy and Carbon Reporting (SECR)

The entity meets the exemption of being low energy users, using less than 40,000 kWh annually.

#### 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.

Approved by the board and signed on its behalf by:

Gillign Hilarius

Gielijn Hilarius Director

CBS Studios Distribution UK Limited Company registered number: 11682919 Fieldfisher Riverbank House 2 Swan Lane London EC4R 3TT

29 June 2023

# 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.

# Independent auditor's report to the members of CBS Studios Distribution UK Limited

## Opinion

We have audited the financial statements of CBS Studios Distribution UK Limited (the "Company") for the year ended 31 December 2021, which comprise the Profit and loss account and other comprehensive income, the Balance sheet, the Statement of changes in equity and notes to the financial statements, 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 2021 and of its loss for the year 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 'Auditor's 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.

# Emphasis of matter - financial statements prepared on a basis other than going concern

We draw attention to note 1.4 to the financial statements which explains that the directors intend to liquidate the Company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Our opinion is not modified in respect of this matter.

## Other information

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

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 themselves. 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.

# Opinions 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

# Matter on which we are required to report under the Companies Act 2006

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 strategic report or the directors' report.

#### Matters on which we are required to report by exception

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.

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, 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.

#### Auditor's 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 auditor's 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent financial reporting. Audit procedures performed by the engagement team included:

- discussions with management and the legal counsel, including consideration of known or suspected instances of non-compliance;
- evaluating and where appropriate, challenging assumptions and judgements made by management in determining, including those relevant to the estimation and judgement made in areas involving transfer pricing element in determining the Company's revenue and cost of sales;
- identifying and testing journal entries, in particular any entries posted with unusual account combinations, unusual
  revenue transactions based on our understanding of the business as well as journal entries posted by key
  management personnel.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

How we obtained an understanding of the legal and regulatory framework

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and sector in which it operates through our commercial and sector experience, making enquiries of management and those charged

with governance. We corroborated our enquiries through our review of Board minutes, review of legal costs and discussion with those outside of finance responsible for legal matters.

Which laws and regulations we identified as being significant in the context of the company

Through the understanding that we obtained, we determined the most significant legal and regulatory frameworks which are directly relevant to specific assertions in the financial statements are those related to the reporting frameworks, company law and the relevant taxation regulations in the jurisdictions in which the company operates.

How we assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur

We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by considering management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risks were in relation to potential management bias in determining accounting estimates and in judgemental areas.

How the engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations

The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:

- understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
- · knowledge of the industry in which the company operates; and
- understanding of the legal and regulatory requirements specific to the company.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <a href="https://www.frc.org.uk/auditorsresponsibilities">www.frc.org.uk/auditorsresponsibilities</a>. This description forms part of our auditor's 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.

Grant Thornton VYUP

Aimee Griffiths FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
Date: 29/6/2023

# Profit and Loss account and Other Comprehensive Income

for the year ended 31 December 2021

	Note	Year to 31 December 2021 \$	Year to 31 December 2020 \$
Turnover Cost of sales	2	591,013,137 (411,325,478)	748,948,820 (516,882,040)
Gross profit		179,687,659	232,066,780
Administrative expenses Net foreign exchange gains	3 6	(151,873,625) (2,666)	(651,695,090) 2,997,088
Operating profit / (loss)		27,811,368	(416,631,222)
Interest receivable and similar income Interest payable and similar expenses	7 7	7,671,062 (74,379)	5,625,293 (3,439,039)
Profit / (loss) before taxation		35,408,051	(414,444,968)
Tax on profit / (losses)	8	(100,954,678)	93,177,178
Loss for the financial year		(65,546,627)	(321,267,790)

On 1 October 2021 the Company has distributed and settled a dividend distribution (in "kind") of the entire net assets of the Company to the immediate parent PPIL for an amount of \$5,139,513,542, which includes the loss result as of 30 September 2021 of \$65,546,627.

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

The notes on pages 13 to 25 form part of these financial statements.,

# **Balance Sheet**

As at 31 December 2021

	Note		2021		2020
Fixed assets	·	\$	\$	\$	\$
Intangible assets Investments	9 10	- -		3,679,750,000 17,000,000	
Current assets Debtors Cash at bank and in hand	11	- -	-	1,943,070,738 720,294,336	3,696,750,000
Creditors: amounts falling due within one year	12	- - -		2,663,365,074 (1,138,055,305)	
Net current assets		· · · · · · · · · · · · · · · · · · ·	<del>-</del> .	<del></del>	1,525,309,769
Total assets less current liabilities			<u>-</u>		5,222,059,769
Net assets					5,222,059,769
Capital and reserves Called up share capital	14	-	. 1		1,000,000,101
Share Premium	14		-		592,687,519
Profit and loss account			(1)		3,629,372,149
Total Shareholders' funds			-		5,222,059,769

The notes on pages 13 to 24 form part of these financial statements.

These financial statements were approved by the board of directors on 29 June 2023 and were signed on its behalf by:

Gilliju Hilanius

Gielijn Hilarius Director

Company registered number: 11682919

# Statement of Changes in Equity

for the year ended 31 December 2021

	Note	Called up Share capital \$	Share Premium \$	Profit and loss Account	Total equity \$
Balance at 1 January 2020		1,000,000,101	4,592,687,519	77,289,895	5,669,977,515
Share premium reduction			(4,000,000,000)	4,000,000,000	-
Dividends		-	-	(126,649,956)	(126,649,956)
Total comprehensive income for the p	eriod:				
Loss for the period		-	-	(321,267,790)	(321,267,790)
					•
Balance at 31 December 2020		1,000,000,101	592,687,519	3,629,372,149	5,222,059,769
Balance at 1 January 2021		1,000,000,101	592,687,519	3,629,372,149	5,222,059,769
Share capital reduction	14	(1,000,000,100)	-	1,000,000,100	
Share premium reduction	14		(592,687,519)	592,687,519	-
Dividends:					
Investment in subsidiary distribution	10	÷	-	(17,000,000)	(17,000,000)
Net assets distribution		-	-	(5,139,513,542)	(5,139,513,542)
Total comprehensive income for the p	eriod:				
Loss for the period			-	(65,546,627)	(65,546,627)
Balance at 31 December 2021		1	-	(1)	-

The notes on pages 13 to 24 form part of these financial statements.

In 2020 the Company distributed a dividend for \$126,649,956, which was equal to the outstanding notes payable including interests, granted to ViacomCBS Inc. on 28 June 2019, to its then sole shareholder Columbia Broadcasting System Holdings UK Limited.

On 30 September 2021 the Company declared and settled a dividend distribution (in "kind") of the entire owned issued share capital of CBS International (Netherlands) BV to its immediate parent VCL, for an amount of \$17,000,000. On 1 October 2021 the Company declared and settled a dividend distribution (in "kind") of the entire net assets of the Company to the immediate parent PPIL for an amount of \$5,139,513,542.

## Notes to the financial statements

## 1 Accounting policies

CBS Studios Distribution UK Limited (the "Company") is a private company limited by shares and incorporated and domiciled in England and Wales, within the United Kingdom. The address of its registered office is Fieldfisher Riverbank House, 2 Swan Lane London EC4R 3TT.

These financial statements were prepared in accordance with the Companies Act 2006 under the Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements are United States dollars. All amounts in the financial statements have been rounded to the nearest \$1.

As the Company is a wholly owned subsidiary of ViacomCBS Inc., 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.

The Company's ultimate parent undertaking, ViacomCBS Inc. includes the Company in its consolidated financial statements. The consolidated financial statements of ViacomCBS Inc. are available to the public and may be obtained from 1515 Broadway, New York, New York 10036, USA. The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland":

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- The requirements of Section 7 Statement of Cash Flows paragraph 3.17 (d); and
- The requirements of Section 33 Related Party Disclosures paragraph 33.7.

As the consolidated financial statements of ViacomCBS Inc.include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in
respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1 (SI
2008/410).

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

The Company's financial year starts on 01 January and ends on 31 December of each year.

## 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

## 1.2 Functional currency

The financial statements are denominated in USD as this currency represents the primary economic environment in which the entity generates and expends the majority of its cash. Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (the functional currency).

# 1.3 Going concern

As set out in the Directors' Report, the Company has intentions to cease its activities and the directors consider it inappropriate to prepare the financial statements on a going concern basis and therefore the directors have prepared these financial statements on a basis other than going concern. No adjustments were necessary in the financial statements to reduce assets to their realisable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long-term liabilities as current assets and liabilities.

From 1st October 2021 the Company has ceased trading and all its net assets, including its owned TV licenses contracts, were distributed via a dividend in kind to its new immediate parent Paramount Pictures International Limited ("PPIL"), for a total amount of \$5.14bn, leaving a residual share capital amount of \$1. The intention is to liquidate the Company as soon as feasible.

# Notes to the Financial Statements (continued)

Accounting policies (continued)

#### 1.4 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.

#### 1.5 Basic financial instruments

#### Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivables are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method. Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

#### 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.

# 1.6 Investments

Investments in subsidiary undertakings are valued at cost less provision for impairment. Any distribution from subsidiary is accounted as a gain to the profit and loss account. Any contribution made to the subsidiary is accounted as an increase in the investment. An annual impairment trigger assessment is performed and if positive a comparison of the investment cost is made with the recoverable value.

#### 1.7 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

#### ➤ Content licenses 20 years

Amortisation is included in 'administrative expenses' in the profit and loss account. Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are

# Notes to the Financial Statements (continued)

#### Accounting policies (continued)

amended prospectively to reflect the new circumstances. The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

The Company's intangible assets include television shows licenses and has an estimated useful life of 20 years.

#### 1.8 Financial instruments

The Company has chosen to adopt sections 11 and 12 of FRS 102 in respect of financial instruments.

#### i) Financial assets

Basic financial assets, including amounts owed by group undertakings and cash and bank balances, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method where applicable.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Profit and loss account.

Financial assets are derecognised when (i) the contractual rights to the cash flows from the asset expire or are settled, or (ii) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (iii) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

#### ii) Financial Liabilities

Basic financial liabilities are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

#### iii) Forward currency trades

The Company does not apply hedge accounting. The Company's forward currency trades are carried at fair value. Changes in carrying value are recognised through profit and loss as currency exchange gains or losses.

#### iv) Offsetting

Financial assets and liabilities are offset and the net amount presented in the financial statements when there is a legally 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.

## 1.9 Accrued Expense

Goods received or services rendered shall be accrued for when an invoice is not recorded in trade creditors or payment has not been made. Generally, an accrual must be recorded if a liability is known and can be reasonably estimated with supporting documentation.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the Profit and loss account.

#### 1.10 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

#### 1.11 Dividends

Equity dividends are recognised when approved by the directors and become legally binding.

# Notes to the Financial Statements (continued)

#### Accounting policies (continued)

#### 1.12 Turnover

The Company (the licensor) is party to various sublicense agreements with the following Dutch registered (licensees') companies: CBS International Television, a division of CBS International (Netherlands) B.V., Showtime Distribution BV, WVI Films BV, CBS-CSI International BV and CBS Broadcast International BV. The licensees recognize revenues from television licensing agreements at the point in time in which the individual TV products are made available for broadcasting, with the exception of contract extensions ("renewals") for which the revenue is recognized at the commencement date of extension. Other revenues consist of levies and are recognized on a cash basis

Furthermore, cost of sales recognized by the licensees represents the direct and indirect expenses attributable to revenue, including the royalty share.

Pursuant to the sublicense agreement, the Company recognizes 100% of the licensee royalty share as revenue at the point in time that its licensees recognise their respective revenues, and it is probable that the royalty will be received.

#### 1.13 Cost of Sales

Pursuant to the distribution agreement with US registered (licensor) companies (CBS Studios Inc., Showtime Network Inc., CBS Broadcasting Inc., CBS Broadcast International and Worldvision Enterprises Inc.), the cost of sales recognized by the Company (licensee) is calculated at 65% of revenue recognized by the Dutch registered BV's as per above.

#### 1.14 Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable and unwinding of the discount on provisions.

Other interest receivable and similar income include interest receivable on funds invested.

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

Foreign exchange

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

#### 1.15 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 is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

# Notes to the Financial Statements (continued)

## 2 Turnover

	2021 \$	2020 \$
Licensees distribution	591,013,137	748,948,820
By geographical market:	2021 \$	2020 \$
Netherlands	591,013,137	748,948,820
As at 31 December	591,013,137	748,948,820
Turnover relates to the company's principal activity.		
3 Administrative expenses		
·	2021 \$	2020 \$
Intangible assets amortization Intangible assets impairment Audit fees payable to the company's auditor	151,914,474 - 118,756	225,000,000 426,500,000 78,200

There were no non-audit fees during the period.

The Intangible asset amortization is related to the net asset contribution of \$5,575,687,519 received from the parent entity on 29 March 2019 which included an Intangible asset of \$4,500,000,000, being the fair value of the licenses contributed by the parent entity. Management has determined that the useful life of the Intangible asset is of 20 years commencing from 1 April 2019. Following the 2020 impairment of the intangible asset of \$426,500,000, the yearly depreciation has decreased from an annual amount of \$225,000,000 to the current annualised amount of \$202,552,632.

## 4 Staff numbers and costs

The Company did not employ any personnel (including directors) during the year ended 31 December 2021.

# Notes to the Financial Statements (continued)

## 5 Directors' remuneration

The directors' emoluments are paid by another entity within the Group, which makes no recharge to the company. The director holds a directorship in a number of fellow subsidiaries and it is not possible to make an accurate apportionment of his emoluments in respect of each of the subsidiaries.

# 6 Net foreign exchange gains

		2021	2020
FX Forward trades		\$	\$
AUD Forward trades		-	866,285
EURO Forward trades		-	391,756
GBP Forward trades		-	705,346
	Sub-total	-	1,963,387
FX Spot trades AUD Spot trades		1,062	(139,485)
EURO Spot trades		15,303	(154,003)
GBP Spot trades		(98,777)	320,642
		-	
	Sub-total	(82,412)	<u>27,154</u>
FX Cash pool revaluation			
AUD Cash pool revaluation		(327,860)	205,247
EURO Cash pool revaluation		(42,448)	304,297
GBP Cash pool revaluation		450,054	497,003
	Sub-total	79,746	1,006,547
As at 31 December		(2,666)	2,997,088

The Company enters in FX forward contracts in order to mitigate the exposure of the division's CBS Television Distribution ("CTD") receivables denominated in EUR, GBP and AUD. The mark-to-market of the unexpired forward contracts is booked by CBS Operations Inc. being the only entity authorized to execute external trades. When the contract is settled the gain / loss is then reversed from CBS Corporate and allocated to the Company, being the latter the forward contracts settling entity. As of 31 December 2021 the Company realized FX forward contracts net gain of \$nit (2020: \$1,963,387).

The FX spots are internal (intercompany) trades originated by the Company when trading currencies in order to provide the division's entities with the amounts they need in non-functional currencies. As of 31 December 2021 the Company realized FX spots net loss of \$82,412 (2020: \$27,154).

# Notes to the Financial Statements (continued)

## 7 Net interest income

		2021	2020
		\$	\$
Interest receivable and similar income			
Bank interest received		14,639	904,165
Bank interest on short term deposits		3,460,057	3,465,861
Interest on loan to ultimate parent company		4,196,366	1,255,267
	Sub-Total	7,671,062	5,625,293
Interest payable and similar expenses			
Interest on short term bank borrowings		(74,379)	(3,439,039)
-	Sub-total	(74,379)	(3,439,039)
As at 31 December	Total	7,596,683	2,186,254

Up to March 2021, the Company acted as head of the ViacomCBS European Cash Pool ("notional pool") and invested the excess cash flow generated in the money market funds, by investing cash from the USD account to its account c/o Bank of America ("BOA"). As of 31st December 2021 the Company has realized an interest income of \$14,639 (2020: \$904,165).

In 2019 and 2020 the Company provided short term loans to Group companies, mainly ViacomCBS Inc.. The Company has lent three (2019: seven) short term loans in January 2020 with an aggregate amount of \$226,000,000 which got all repaid during 2020, together with the outstanding loans lent in 2019, for a total amount of \$601,474,850. It received in 2020 an interest income of \$1,255,267, applying a standard annual interest rate equal to two years US Treasury rate plus 75 basis points (0.75%).

On 2 of March 2021 the Company (lender) has signed a revolving promissory note with ViacomCBS Inc. (borrower) for a total commitment amount of \$1.0bn plus interest (12 month US LIBOR plus 62.5 basis points), for the duration of 5 years. On 3rd March 2021 ViacomCBS Inc. has drawn down \$0.74bn. It received in 2021 an interest income of \$4,196,366.

# 8 Tax on profit

	2021 \$	2020 \$
Current Tax:	•	<b>u</b>
Prior year reassessments Corporation tax on (loss)/ profit of the year	-	-
Total current tax (credit) / charge		-
Deferred tax:		
Origination and reversal of timing differences Changes on tax rates	(5,493,750)	(92,625,000) (915,000)
Transfer of intangibles to PPIL Reversal of timing differences	106,448,428	362,822
Total deferred tax charge / (credit)	100,954,678	(93,177,178)
Total tax charge / (credit)	100,954,678	(93,177,178)

The tax assessed for the year varied from the amount computed by applying the standard rate of corporation tax in the UK 19.00% (2020: 19.00%) to the (loss)/ profit on ordinary activities before tax. The differences were attributed to the following factors:

# Notes to the Financial Statements (continued)

# 8 Tax on profit (continued)

Reconciliation of effective tax rate	2021	2020
	<b>2021</b> \$	2020 \$
Tax:		
Profit / (loss) on ordinary activities before tax	35,408,051	(414,444,968)
Profit / (loss) multiplied by standard rate in the UK – 19.00% (2020: 19.00%)	6,727,530	(78,744,544)
Effects of:  Expenses not deductible for tax purposes  Amortisation smaller than/(in excess of) capital allowances  Group relief (from) / to same sub-group companies	5,493,750 (12,221,280)	81,035,000 11,590,000 (13,880,456)
Current tax charge for the year	<del></del>	-
Deferred tax expense / (credit)	100,954,678	(93,177,178)
Total tax charge/(credit) included in profit or loss	100,954,678	(93,177,178)

Deferred tax assets at 31 December 2021 have been calculated taking into consideration the applicable rates when the temporary differences are expected to reverse. On 3 March 2021 it was announced the UK corporation tax rate is to increase to 25% from 1 April 2023 and it was substantively enacted in May 2021. Deferred tax balances have been remeasured to reflect the applicable tax rate in which the timing difference is expected to reverse. Future changes in tax rates may have a material effect on deferred tax.

# 9 Intangible assets

	2021	2020
	\$	\$
Balance as at 01 January	3,679,750,000	4,331,250,000
Amortization	(151,914,474)	(225,000,000)
Impairments	-	(426,500,000)
Net assets distribution	(3,527,835,526)	<del>-</del>
		<del></del>
Balance as at 31 December	-	3,679,750,000

As of 31 December 2020 the Company performed an impairment test based on the projected discounted cash flows expected for the next 5 years. This analysis indicates as of 31 December 2020, an impairment of the intangible asset of \$426,500,000.

As of 30 September 2021 being the intangible assets transfer date, the Company has checked for the existence of impairment triggering events like: market values declines, negative changes in technology, general economy or laws and any specific deterioration in the economic performance of the assets. As a result no triggering event was identified and no further analysis was deemed necessary.

# Notes to the Financial Statements (continued)

#### 10 Investments

	2021 \$	2020 \$
Balance as at 01 January Net assets distribution	17,000,000 (17,000,000)	17,000,000
Balance as at 31 December	<del></del>	17,000,000

The USD 17,000,000 represents the investment value in the Dutch subsidiary CBS International (Netherlands) B.V.. The full investment has been distributed to the parent company "PPIL" on 30th September 2021.

At 31 December 2021 the company held nil direct investments in associated companies and nil indirect investments in associated companies.

		Effective Equity he	ld by the Company
Name of Subsidiary	Place of incorporation	31 December 2021	31 December 2020
CBS International (Netherlands) B.V.	Amsterdam (The Netherlands)	0%	100%

#### Impairments

The Company recognises impairment losses at a level considered adequate to provide for the potential non-recoverability of investments in subsidiary. The level of allowance is evaluated by the Company on the basis of factors that affect the recoverability of the investment. These factors include, but are not limited to, the activities and financial position of the entities and market factors. The Company reviews and identifies balances that are to be impaired on a continuous basis. The amount and timing of recorded expenses for any period would differ if the Company made different judgement or utilised different estimates and increase in impairment losses would decrease the carrying value of investments in subsidiaries.

When there are indicators of impairment, management will carry out an impairment assessment on the recoverable amounts of the cost of investments. There were no indicators of impairment both during the year and as at year end (31 December 2021).

#### 11 Debtors

	2021 \$	2020 \$
Amounts owed by group undertakings	-	1,624,182,951
Corporate tax refundable	-	435,808
VAT recoverable	-	217,497,301
Deferred tax asset (see note 13)	-	100,954,678
Balance as at 31 December	-	1,943,070,738

# ,Notes to the Financial Statements (continued)

# 12 Creditors: amounts falling due within one year

	2021	2020
	\$	\$ \$
Trade creditors	-	(78,200)
Amounts owed to group undertakings	-	(901,505,925)
Bank loans and overdraft	-	(18,973,879)
VAT Payable	-	(217,497,301)
	-	(1,138,055,305)

Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

# 13 Deferred tax asset

	2021 \$	2020 \$
Balance as at 01 January Origination and reversal of timing differences	100,954,678 (100,954,678)	7,777,500 93,177,178
Balance as at 31 December 2021	-	100,954,678
The elements of deferred taxation provided for in the financial statements are as follows:		
Difference between book amortisation and tax write down allowance Prior period adjustments Rate change of prior year adjustments Transfer of the intangible to PPIL as at 1 Oct. 2021	(106,448,428) - - 106,448,428	100,402,500 (362,822) 915,000
Total deferred tax debit Other short term timing differences	- - -	100,954,678
Total deferred tax debit	-	100,954,678

# Notes to the Financial Statements (continued)

## 14 Called up Share Capital

## Share capital

Allotted, called up and fully paid	<b>2021</b> \$	2020 \$
1 (2019: 101) class A ordinary shares of \$1 each	1	101
0.01 (2020: 1,000,000,000,000.02) class B ordinary shares of \$0.01 each	0,01	1,000,000,000
·	1,01	1,000,000,101

The holders of class A 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. On 29 September 2021 by way of a solvency statement, the Company reduced its issued share capital from USD 1,000,000,101.02 to USD 1.01 by the cancellation and extinguishment of: 100 A ordinary shares of USD 1.00 each and 100,000,000,001 B ordinary shares of USD 0.01.

On the same date the Company has also cancelled its share premium account of USD 592,687,518.87.

# 15 Ultimate parent company and parent company of larger group

From 1 October 2021 the Company immediate parent is Paramount Pictures International Limited ("PPIL"), following the transfer of the entire issued share capital of the Company, from the former immediate parent Viacom Camden Lock Limited ("VCL").

VCL is a private limited company governed by the laws of England and Wales, with registered office address at Building 5, Chiswick High Road, London, W4 5YF, United Kingdom, and with company number 03458440. The Company's ultimate parent is ViacomCBS Inc. which is incorporated in the USA. The ultimate controlling party is National Amusements Inc., the beneficial owner of the majority of ViacomCBS Inc. voting shares.

The only group in which the results of CBS Studios Distribution UK Limited are consolidated is ViacomCBS Inc. The consolidated financial statements for this group are available to the public and can be obtained from 1515 Broadway, New York, New York 10036, USA.

#### 16 Subsequent events

Effective 16 February 2022, ViacomCBS Corporation, the ultimate parent of the Company changed its name to Paramount Global.

No significant matters or circumstances have arisen since balance date and the date of this report that, in the opinion of the Directors of the Company, have significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in financial years subsequent to 31 December 2021.

# Notes to the Financial Statements (continued)

# 17 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, are constantly assessed.

Critical accounting judgements in applying the Company's accounting policies

Intangible assets

The most critical estimates, assumptions and judgements relate to the determination of the carrying value of the television show licenses included in the Company's intangible assets. The nature, facts and circumstance of the television show licenses are taken into account on assessing whether there are any indications of a further impairment or a reversal of previous impairment.

As of the intangible asset transfer date, the Company has checked for the existence of impairment triggering events like: market values declines, negative changes in technology, general economy or laws and any specific deterioration in the economic performance of the assets. As a result no triggering event was identified and no further analysis was deemed necessary.