Company Registration No. 12764976 (England and Wales)
GVG UK Productions Limited
Annual report and financial statements for the year ended 31 December 2022

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## **Company information**

**Director** Lesley Freeman

Secretary Lesley Freeman

Company number 12764976

Registered office 71 Queen Victoria Street

London EC4V 4BE

Independent auditor Saffery LLP

71 Queen Victoria Street

London EC4V 4BE

## Director's report

For the year ended 31 December 2022

The director of GVG UK Productions Limited ("the Company") presents the annual report containing their Director's Report, the Strategic Report and the financial statements for the year ended 31 December 2022.

## Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

Lesley Freeman

No director held any interest in the share capital of the Company during the year.

#### Dividend

The director does not recommend payment of any dividends (2021: £nil).

## Qualifying third party indemnity provisions

Qualifying third party indemnity provisions are in place to indemnify the director and officers of the Company.

## Dislosure of information to the auditor

The director who held office at the date of approval of this annual report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware, and the director has taken steps that ought to have been taken as director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## **Auditor**

The auditor, Saffery LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

## Basis other than going concern

The director has confirmed that the Company is expected to cease trading as the production is now complete. The accounts have therefore been prepared on a basis other than going concern. Current assets have been stated at recoverable amounts.

On behalf of the board

Lesley Freeman

Director

22 September 2023

#### Strategic report

For the year ended 31 December 2022

The director presents the strategic report for the year ended 31 December 2022.

## **Principal Activity**

The principal activity of the Company continued to be that of motion picture production. During the year, the director of the Company announced their decision to cease operations and close the Company.

#### **General Business Review**

During the period the Company was involved in the production of a film. The Company incurred a loss before tax of £41,909 during the period (2021: £1,649,116) and at the period end had net assets of £45,960 (2021: £35,960).

## **Analysis of Key Performance Indicators**

The director considers the Company's key financial performance indicators to be whether the film is produced in line with the agreed budget. At the period end, the estimated cost of the film was in line with the budget.

The director considers the Company's key non-financial performance indicator to be whether the motion picture is certified as British. The motion picture has been awarded a final British Film Certificate.

## Principal risks and uncertainties

The Company is dependent on the continued success of the Amazon group companies. The principal risks and uncertainties they face include, among others, risks related to competition, management of growth, new products, services and technologies, potential fluctuations in operating results, international expansion, outcomes of legal proceedings and claims, fulfillment centre optimisation, seasonality, commercial agreements, acquisitions and strategic transactions, foreign exchange rates, system interruption, government regulation and taxation, and fraud. More information about the principal risks and uncertainties facing the group are included in Amazon.com, Inc.'s fillings with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the period ended 31 December 2022, and subsequent fillings.

## **Future Developments**

The director aims to maintain the management policies and processes that support the principal activity of the Company. The Company is continually reviewing and refining these policies to improve the framework of financial control and manage costs effectively.

On	behalf	of	the	board	

Lesley Freeman

Director

22 September 2023

## Director's responsibilities statement For the year ended 31 December 2022

The director is responsible for preparing the Director's Report, the Strategic Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable law. Under company law, the director 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 those financial statements, the director is required to:

- select suitable accounting policies in accordance with Section 10 of FRS 102 and then apply them
  consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to
  enable users to understand the impact of particular transactions, other events and conditions on the
  Company's financial position and financial performance;
- in respect of the financial statements, state whether FRS 102 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the director is also responsible for preparing a director's report that complies with that law and those regulations. The director is responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Independent auditor's report
To the member of GVG UK Productions Limited

#### Opinion

We have audited the financial statements of GVG UK Productions Limited (the 'Company') for the year ended 31 December 2022 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including 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 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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.

## Conclusions relating to going concern

We draw attention to Note 1.2 to the financial statements which explains that the director intends 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. Accordingly the financial statements have been prepared on a basis as described in Note 1.2. Our opinion is not modified in respect of this matter.

## Other information

The director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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 course of 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 this gives rise to 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.

Independent auditor's report (continued)
To the member of GVG UK Productions Limited

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

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the director's report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

## Responsibilities of director

As explained more fully in the director's responsibilities statement, the director is 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 director determines 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 director is 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 director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Independent auditor's report (continued)
To the member of GVG UK Productions Limited

## 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. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud are detailed below.

## Identifying and assessing risks related to irregularities:

We assessed the susceptibility of the Company's financial statement to material misstatement and how fraud might occur, including through discussions with the directors, discussions within our audit team planning meeting, updating our record of internal controls and ensuring these controls operated as intended. We evaluated possible incentives and opportunities for fraudulent manipulation of the financial statements. We identified laws and regulations that are of significance in the context of the Company by discussions with directors and updating our understanding of the sector in which the Company operates.

Laws and regulations of direct significance in the context of the Company include The Companies Act 2005 and UK Tax legislation, specifically legislation relating to creative industry tax credits.

## Audit response to risks identified:

We considered the extent of compliance with these laws and regulations as part of our audit procedures on the related financial statement items including a review of financial statement disclosures. We reviewed the Company's records of breaches of laws and regulations, minutes of meetings and correspondence with relevant authorities to identify potential material misstatements arising. We discussed the Company's policies and procedures for compliance with laws and regulations with members of management responsible for compliance.

During the planning meeting with the audit team, the engagement partner drew attention to the key areas which might involve non-compliance with laws and regulations or fraud. We enquired of management whether they were aware of any instances of non-compliance with laws and regulations or knowledge of any actual, suspected or alleged fraud. We addressed the risk of fraud through management override of controls by testing the appropriateness of journal entries and identifying any significant transactions that were unusual or outside the normal course of business. We assessed whether judgements made in making accounting estimates gave rise to a possible indication of management bias. At the completion stage of the audit, the engagement partner's review included ensuring that the team had approached their work with appropriate professional scepticism and thus the capacity to identify non-compliance with laws and regulations and fraud.

# Independent auditor's report (continued) To the member of GVG UK Productions Limited

There are inherent limitations in the audit procedures described above and the further removed noncompliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

## Use of our report

This report is made solely to the Company's member 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 member those matters we are required to state to the member 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 member, for our audit work, for this report, or for the opinions we have formed.

Nigel Walde (Senior Statutory Auditor) for and on behalf of Saffery LLP

25 September 2023

Chartered Accountants
Statutory Auditors

71 Queen Victoria Street London EC4V 4BE

# Statement of comprehensive income For the year ended 31 December 2022

	Notes	Year ended 31 December 2022 £	Period ended 31 December 2021 £
Turnover	3	788,211	54,132,285
Cost of sales		(813,620)	(55,655,533)
Operating Loss	4	(25,409)	(1,523,248)
Administrative expenses		(16,500)	(125,868)
Loss before taxation		(41,909)	(1,649,116)
Tax on loss	7	51,909	1,685,075
Profit and Total Comprehensive Income for the	e year	10,000	35,959

## **Balance sheet**

## As at 31 December 2022

	Notes	2022 £	2021 £
Current assets			
Debtors: amounts falling due within one			
year	8	3,286,179	7,277,797
Cash at bank and in hand		394,063	681,193
		3,680,242	7,958,990
Creditors: amounts falling due within one			
year	9	(3,634,282)	(7,923,030)
Net current assets		45,960	35,960
Capital and reserves			
Share capital	10	1	1
Retained earnings		45,959	35,959
Total equity		45,960	35,960

Approved by the Board 22 September 2023

Lesley Freeman

Director

Company Registration No. 12764976 (England and Wales)

## Statement of changes in equity For the year ended 31 December 2022

	Sh	are capital	Retained	Total
		_	Earnings	_
	Notes	£	£	£
Balance at 23 July 2020		-	-	-
Period ended 31 December 2021:				
Profit and total comprehensive income for the period		-	35,959	35,959
Issue of share capital	10	1	-	1
Balance at 31 December 2021		1	35,959	35,960
Year ended 31 December 2022:				
Profit and total comprehensive income for the year		-	10,000	10,000
Balance at 31 December 2022		1	45,959	45,960

Notes to the financial statements
For the year ended 31 December 2022

## 1 Accounting policies

## Statement of compliance

GVG UK Productions Limited is a private company limited by shares incorporated in England and Wales. The registered office of the Company is 71 Queen Victoria Street, London, EC4V 4BE.

The Company's financial statements have been prepared in compliance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102"), and with the Companies Act 2006.

## 1.1 Basis of preparation

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

The functional currency of the Company's operations in the United Kingdom is pound sterling, The financial statements are presented in pound sterling and are rounded to the nearest pound sterling  $\{\xi\}$ .

The Company has taken advantage of the following disclosure exemptions in FRS 102:

- The requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17(d)
- The requirements of Section 33 Related Party Disclosures paragraph 33.1A and 33.7
- The requirements of Section 11 Basic Financial Instruments paragraph 11.39 to 11.48A
- The requirements of Section 26 Share-based payment paragraph 26.18(b), 26.19 to 26.21 and 26.23

The exemptions stated above are available to the Company as it is a member of a group where the parent of that group prepares publicly available consolidated financial statements.

## 1.2 Basis other than going concern

During the year, the director of the Company announced their decision to cease its operations and close the Company. The accounts have therefore been prepared on a basis other than going concern. Current assets have been stated at recoverable amounts.

The principal accounting policies applied in the preparation of the financial statements are set out below.

Notes to the financial statements (continued) For the year ended 31 December 2022

## 1 Accounting policies (continued)

## 1.3 Turnover

Turnover represents income from the Company's principal trading activities and is stated exclusive of VAT.

In respect of long-term contracts for on-going services, turnover represents the value of work done in the period, including estimates of amounts not invoiced. Value of work done in respect of long-term contracts for on-going services is determined by reference to the stage of completion.

The "percentage completion method" is used to determine the appropriate amount to recognise is a given period. The stage of completion is measured by the proportion of contract costs incurred for work performed to date compared to the estimated total contract costs. Costs incurred in the period in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. These costs are presented as stocks, prepayments and other assets depending on their nature, and provided it is probable they will be recovered.

## 1.4 Cash at bank and in hand

All highly liquid instruments with an original maturity of three months or less are classified as cash equivalents.

## 1.5 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

## Current tax

The tax currently recoverable is based on relievable losses arising in the period as the result of film tax relief legislation. Relievable losses differ from net losses as reported in the income statement because they include an additional deduction relating to qualifying film development expenditure and exclude items of income or expense that are taxable or deductible in other years, as well as items that are never taxable or deductible. The Company's tax position is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Notes to the financial statements (continued) For the year ended 31 December 2022

## 1 Accounting policies (continued)

#### Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

## 1.6 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

## 1.7 Pension costs

The Company operates a defined contribution scheme. Contributions are charged to the Statement of Comprehensive Income as they become payable in accordance with the rules of the scheme, as per note 5.

## 1.8 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions where practicable, else at the average rate over the period in which the transactions were incurred. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

Notes to the financial statements (continued) For the year ended 31 December 2022

## 2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

## Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

## Tax credit estimate

The key accounting estimate within the financial statements for this Company is the valuation of the high-end TV tax credit available. The estimate is based on the assessment of the value of qualifying expenditure as per HMRC legislations and guidance plus assessment of the qualification of the underlying production as eligible for the tax relief.

In the director's opinion, there were no other critical judgements or other estimation uncertainties in these financial statements.

## 3 Turnover

Turnover by business and geographical segment has not been disclosed because, in the opinion of the director, it would be seriously prejudicial to the interests of the Company to do so.

## 4 Operating loss

Operating loss for the year is stated after charging:	2022 £	2021 £
Exchange (gains)/losses Auditor's remuneration - audit of the financial statements	12,500	109,368 12,500

Notes to the financial statements (continued) For the year ended 31 December 2022

## 5 Staff costs

The average monthly number of persons (excluding director) employed by the Company during the year was:

	2022 Number	2021 Number
		6
Their aggregate remuneration comprised:		
	2022 £	2021 £
Wages and salaries	-	528,401
Social security costs	-	63,782
Pension costs		3,839
		596,022

## 6 Director's remuneration

The director's remuneration has been borne by the parent company, Amazon.com, Inc. or one of its affiliated companies. The director does not believe that it is practicable to apportion their remuneration for qualifying services to the Company for the period ended 31 December 2021 and year ended 31 December 2022.

## 7 Taxation

	2022	2021
	£	£
Current tax		
UK corporation tax on profits for the current period	(51,909)	(1,685,075)

Notes to the financial statements (continued) For the year ended 31 December 2022

## 7 Taxation (continued)

The actual credit for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2022	2021
	£	£
Loss before taxation	(41,909)	(1,649,116)
Expected tax credit based on the standard rate of corporation tax in the UK of		
19.00% (2021: 19.00%)	(7,963)	(313,332)
Enhanced losses arising from the film tax credit	(62,990)	(1,271,609)
Difference between the tax rate of corporation tax and the rate of relief under		
the film tax credit	(12,458)	(404,418)
Unutilised losses carried forward	31,502	304,284
Taxation credit for the year	(51,909)	(1,685,075)

The UK corporation tax rate for the year ended 31 December 2022 is 19% (2021: 19%). The Finance Act 2021, which received Royal Assent on 10 June 2021, enacted a 6% increase in the corporation tax rate from its current rate of 19% to 25% for the year beginning 1 April 2023. Any deferred tax assets and liabilities existing at 31 December 2022 are reflected according to the applicable corporation tax rate expected to apply at the time of realisation.

As at 31 December 2022, there were trading losses of £1.8 million (2021: £1.6 million) available for offset against future trading profits. The Company has not recognised a deferred tax asset because there is uncertainty around the availability of future trading profits (2021: £nil). There is not expected to be any reversal of unrecognised deferred tax assets in the next 12 months.

## 8 Debtors

	2022	2021
Amounts falling due within one year:	£	£
Corporation tax receivable	51,909	1,685,075
Amounts owed by group undertakings	-	199,972
Other debtors	3,234,270	5,392,750
	3,286,179	7,277,797

# Notes to the financial statements (continued) For the year ended 31 December 2022

9	Creditors: amounts falling due within one year				
				2022	2021
				£	£
	Trade creditors			-	443,757
	Amounts owed to group undertakings			3,583,718	7,378,036
	Accruals and deferred income			50,564	<b>1</b> 01,237
				3,634,282	7,923,030
10	Share capital				
		2022	2021	2022	2021
	Ordinary share capital	Number	Number	£	£
	Issued and fully paid				
	Ordinary share of £1 each	1	1	1	1

## 11 Ultimate controlling party

The Company's immediate parent undertaking is Metro-Goldwyn-Mayer Studios Inc., a company incorporated in the United States of America. The address of this company is 245 N Beverly Drive, Beverly Hills, CA 90210-5317, USA.

The smallest and largest group in which the results of the Company are consolidated is that headed by its ultimate parent undertaking, Amazon.Com Inc., a company incorporated in the United States of America. Copies of group financial statements of Amazon.com Inc. can be obtained from 410 Terry Avenue North, Seattle, Washington, United States, 98109.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.