

Exclusive (Majestic) International

Report And Financial Statements

31 December 2015

Rees Pollock
Chartered Accountants

WEDNESDAY



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18/01/2017

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COMPANIES HOUSE

COMPANY INFORMATION

Directors	S T Oakes (resigned 14 August 2015) M H Schipper (resigned 14 August 2015) A Iervolino (appointed 14 August 2015) J Masciello (appointed 14 August 2015)
Company secretary	Elemental Company Secretary Limited
Registered office	27 Old Gloucester Street London WC1N 3AX
Independent auditors	Rees Pollock 35 New Bridge Street London EC4V 6BW
Bankers	Coutts & Co. 440 Strand London WC2R 0QS
Registered number	03088982

DIRECTORS' REPORT

For the year ended 31 December 2015

The directors present their report and the audited financial statements for the year ended 31 December 2015.

Directors

The directors who served during the year were:

S T Oakes (resigned 14 August 2015)

M H Schipper (resigned 14 August 2015)

A Iervolino (appointed 14 August 2015)

J Masciello (appointed 14 August 2015)

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Disclosure of information to auditors

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

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

Exclusive (Majestic) International

DIRECTORS' REPORT

For the year ended 31 December 2015

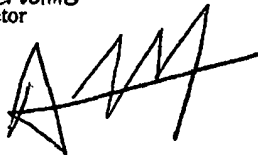
Auditors

The auditors, Rees Pollock, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

This report was approved by the board on 18 November 2016 and signed on its behalf.

A Jervolino
Director

A handwritten signature in black ink, consisting of a stylized 'A' followed by several vertical strokes and a horizontal line at the end.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF EXCLUSIVE (MAJESTIC) INTERNATIONAL

We have audited the financial statements of Exclusive (Majestic) International for the year ended 31 December 2015, which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

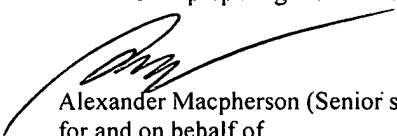
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a Strategic report or in preparing the Directors' report.



Alexander Macpherson (Senior statutory auditor)
for and on behalf of
Rees Pollock
Statutory auditor

16 January 2017

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2015

	Note	2015 £	2014 £
TURNOVER	1	510,936	436,066
Cost of sales		<u>(275,273)</u>	<u>(51,702)</u>
GROSS PROFIT		235,663	384,364
Administrative expenses		<u>(277,407)</u>	<u>(51,019)</u>
OPERATING (LOSS)/PROFIT	2	(41,744)	333,345
(Loss)/gain on waiver of debt		<u>(207,237)</u>	<u>(584,648)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(248,981)	(251,303)
Tax on loss on ordinary activities	3	<u>(5,958)</u>	<u>(908)</u>
LOSS FOR THE FINANCIAL YEAR	8	<u><u>(254,939)</u></u>	<u><u>(252,211)</u></u>

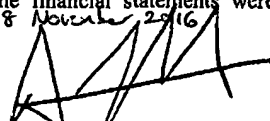
The notes on pages 6 to 10 form part of these financial statements.

BALANCE SHEET
As at 31 December 2015

	Note	£	2015 £	£	2014 £
CURRENT ASSETS					
Debtors	5	98,227		271,931	
Cash at bank		276,118		82,769	
		<u>374,345</u>		<u>354,700</u>	
CREDITORS: amounts falling due within one year	6	<u>(778,153)</u>		<u>(503,569)</u>	
NET CURRENT LIABILITIES			(403,808)		(148,869)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>(403,808)</u>		<u>(148,869)</u>
CAPITAL AND RESERVES					
Called up share capital	7		6,600,000		6,600,000
Share premium account	8		553,042		553,042
Profit and loss account	8		<u>(7,556,850)</u>		<u>(7,301,911)</u>
SHAREHOLDERS' DEFICIT			<u>(403,808)</u>		<u>(148,869)</u>

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 18 November 2016


A. Iervolino
Director

The notes on pages 6 to 10 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

Going concern

In August 2015 the Company was acquired by AMBI Exclusive Acquisition Co. LLC, a company registered in Delaware, USA. On the same date the company's trade and assets were transferred to the Exclusive (Majestic) International Limited, a fellow subsidiary undertaking. The directors have a valid expectation that the wider group of which the company is part will provide sufficient liquidity to allow the company to meet its liabilities as they fall due for a period of not less than twelve months from the date of approval of these financial statements. Accordingly the directors continue to adopt the going concern assumption in the preparation of these financial statements..

Turnover

Turnover is derived from global distribution and marketing of films states net of value added tax. The directors do not consider any one part of the worldwide market to be significantly different from any other.

Income from agents' commissions and exploitation of film rights is recognised on completion of the licensor's contractual obligations under licence production agreements on a film by film basis.

Monies received in respect of commission income from licence agreements under which the licensor has not completed its contractual obligations or from the exploitation of film rights where contractual obligations have not been completed are not recognised as income but are included as deferred income.

Deferred taxation

Deferred taxation is provided in full on all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements between the recognition of gains and losses in the financial statements and recognition in the tax computation. Deferred tax assets and liabilities are not discounted.

Foreign currencies

Revenue received and costs incurred in foreign currencies are translated into sterling at the rates of exchange ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the year end date. Differences arising from foreign currency are recognised in the profit and loss account.

Investments

Investments held as fixed assets are shown at cost less provision for impairment.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

2. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging:

	2015 £	2014 £
Auditors' remuneration	3,000	-

During the year, no director received any emoluments (2014 - £NIL).

In the prior year the Company's audit fee was borne by Exclusive Media Holdings Limited, its then parent.

3. TAXATION

	2015 £	2014 £
Analysis of tax charge in the year		
UK corporation tax charge on loss for the year	-	-
Foreign tax on income for the year	5,958	908
Tax on loss on ordinary activities	5,958	908

Factors affecting tax charge for the year

The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 20% (2014 - 21%). The differences are explained below:

	2015 £	2014 £
Loss on ordinary activities before tax	(248,981)	(251,303)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2014 - 21%)	(49,796)	(52,774)
Effects of:		
Expenses not deductible for tax purposes	-	908
Timing differences on fixed assets	(9,102)	(11,650)
Tax losses (utilised)/arising	23,409	(58,352)
Non-taxable loan waiver on intra-group debt	41,447	122,776
Current tax charge for the year (see note above)	5,958	908

Factors that may affect future tax charges

The Company has an unrecognised deferred tax asset relating to trading and non-trading losses of £1,127,089 (2014: £1,109,639). The asset will reverse against future taxable profits in the Company. It has not been recognised due to uncertainties over the timing and nature of such profits.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

4. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2015 and 31 December 2015	1
Impairment	
At 1 January 2015 and 31 December 2015	1
Net book value	
At 1 January 2014 and 31 December 2014	-

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Country of Incorporation	Holding
Exclusive (Majestic) Vacation Limited	England	100 %

The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Exclusive (Majestic) Vacation Limited	(339)	1,438

During 2012, it was determined that the investment in subsidiary undertakings was impaired and the investments were written down to £nil.

5. DEBTORS

	2015 £	2014 £
Trade debtors	6,437	270,651
Other debtors	91,790	1,280
	<u>98,227</u>	<u>271,931</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

6. CREDITORS:

Amounts falling due within one year

	2015 £	2014 £
Trade creditors	166,016	67,794
Amounts owed to group undertakings	350,412	-
Other creditors	261,725	435,775
	<u>778,153</u>	<u>503,569</u>

7. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
6,600,000 Ordinary shares of £1 each	<u>6,600,000</u>	<u>6,600,000</u>

8. RESERVES

	Share premium account £	Profit and loss account £
At 1 January 2015	553,042	(7,301,911)
Loss for the financial year		(254,939)
At 31 December 2015	<u>553,042</u>	<u>(7,556,850)</u>

9. GROUP AND RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in the Financial Reporting Standard for Smaller Entities and has not disclosed transactions with wholly owned group undertakings.

10. (LOSS)/GAIN ON WAIVER OF DEBT

During the year waivers of intra group debt resulted in a loss of £207,237 (2014: gain £584,648).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

11. CONTROLLING PARTY

The company's immediate parent company was Exclusive Media (Majestic) Holdings Limited, a company registered in England and Wales.

At the start of the year the company's ultimate parent undertaking was Dasym Investment Strategies B.V. ('Dasym'), a company incorporated in the Netherlands.

On 14 August 2015 the company was acquired by AMBI Group. From that date the company's ultimate parent undertaking was AMBI Exclusive Acquisition Co. LLC, a company incorporated in the USA and the ultimate controlling party was Entertainment Worldwide Holding Inc., a company incorporated in Canada..