EMI GROUP INTERNATIONAL HOLDINGS LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

WEDNESDAY



FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

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OFFICERS AND PROFESSIONAL ADVISERS

THE BOARD OF DIRECTORS RM

RM Constant

BJ Muir SL Carmel P Jassal

COMPANY SECRETARY

A Abioye

REGISTERED OFFICE

364-366 Kensington High Street

London W14 8NS

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2016

The directors present their strategic report for the company for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of an investment holding company.

The result and position of the company as at and for the year ended 31 December 2016 are set out in the statement of comprehensive income, statement of financial position and statement of changes in equity on pages 4,5 and 6 respectively. The result and position of the company were in line with directors' expectations.

RESULTS AND DIVIDENDS

The company's profit for the financial year was £882,067,112 (2015 - loss £28,141,373). The retained profit for the year has been transferred to reserves. The significant increase in the company's profit for the financial year was a result of dividends received from subsidiary undertakings of £2,105,619,000.

The directors do not recommend for the year ended 31 December 2016 (2015 - £Nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The company operates as part of the Vivendi Group (the 'group') and all of its transactions are with fellow group undertakings.

As such its activities are dependent on the activities of the group as a whole. The risks and uncertainties facing the company are linked to those of the group. A detailed discussion of the group risks and uncertainties is contained in the Vivendi SA annual report.

The company is exposed to the following risks:

- interest rate fluctuations
- · exchange rate movements

All risks and uncertainties are regularly monitored by the Board of Directors of the company.

FUTURE DEVELOPMENTS

Notwithstanding the risks and uncertainties outlined above, the directors do not anticipate any significant change in the activities and results of the company in the foreseeable future.

By Order of the board

P Jassal Director

3 1 MAY 2017

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2016

The directors present their report, the strategic report and the financial statements of the company for the year ended 31 December 2016.

DIRECTORS

The directors who served the company during the year and subsequently were as follows:

A Brown

RM Constant

BJ Muir

SL Carmel

P Jassal

A Brown resigned as a director on 31 March 2017.

SL Carmel was appointed as a director on 31 March 2017.

P Jassal was appointed as a director on 18 May 2017.

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

A qualifying third party indemnity provision remains in force as at the date of approving the directors' report, subject to the provisions of s236 CA 2006. Vivendi SA, the ultimate parent undertaking, maintains a Directors & Officers Liability Programme which indemnifies directors' personal liabilities resulting from alleged wrongful acts committed in the line of their employment.

POLICY ON THE PAYMENT OF CREDITORS

It is the company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the company and its suppliers, provided that all trading terms and conditions have been complied with.

DONATIONS

The company made no charitable or political donations in either year.

By order of the board

A Abioye

Company Secretary

Company Registration Number: 1407770

3 1 MAY 2017

EMI GROUP INTERNATIONAL HOLDINGS LIMITED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2016

		Total	Total
		2016	2015
	Note	£'000	£'000
Income from participating interests	5	2,105,619	-
Amounts written off investments	8	(1,198,515)	-
Interest payable and similar charges	6	(31,296)	(35,288)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		875,808	(35,288)
Tax on profit/(loss) on ordinary activities	7	6,259	7,146
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		882,067	(28,142)
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE FINANCIALYEAR		882,067	(28,142)
PHIANCIALI EAR		=======	

All of the activities of the company are classed as continuing operations.

EMI GROUP INTERNATIONAL HOLDINGS LIMITED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2016

	Note	2016 £'000	2015 £'000
FIXED ASSETS Financial assets (Investments)	8	_	1,198,515
i maneral assets (mvesiments)	Ü		
		-	1,198,515
CURRENT ASSETS	9	700 740	412 270
Debtors: Amounts falling due within one year	3	708,769	412,279
		708,769	412,279
CREDITORS: Amounts falling due within one year	10	(580,528)	(1,028,620)
NET CURRENT ASSETS/(LIABILITIES)		128,241	(616,341)
TOTAL ASSETS LESS CURRENT LIABILITIES		128,241	582,174
CREDITORS: Amounts falling due after more than one year	11	<u>-</u>	(1,336,000)
NET ASSETS/(LIABILITIES)		128,241	(753,826)
CAPITAL AND RESERVES			
Called-up equity share capital	12	172,136	172,136
Profit and loss account		(43,895)	(925,962)
EQUITY SHAREHOLDERS' FUNDS/(DEFICIT)		128,241	(753,826)

For the year ended 31 December 2016 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies .

Directors' responsibilities;

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board for issue on

3 1 MAY 2017

On behalf of the Board of Directors

P Jassal

Company Registration Number: 1407770

EMI GROUP INTERNATIONAL HOLDINGS LIMITED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2016

	Share capital £'000	Profit & Loss Account £'000	Total share-holders' funds £'000
Balance brought forward at 1 January 2015	172,136	(897,820)	(725,684)
Total comprehensive income for the period Loss for the year		(28,142)	(28,142)
Balance brought forward at 1 January 2016	172,136	(925,962)	(753,826)
Total comprehensive income for the period Profit for the year	<u>-</u>	882,067	882,067
Balance carried forward at 31 December 2016	172,136	(43,895)	128,241

EMI GROUP INTERNATIONAL HOLDINGS LIMITED NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

1. STATUTORY INFORMATION

EMI Group International Holdings Limited is a company limited by shares and incorporated and domiciled in the UK. The registered office is 364-366 Kensington High Street, London, W14 8NS.

2. STATEMENT OF COMPLIANCE

The company's financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. ACCOUNTING POLICIES

Basis of preparation of financial statements

These financial statements have been prepared on a going concern basis, under the historical cost convention. The financial statements are prepared in sterling, which is the functional currency of the company, and have been rounded to the nearest £000.

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

FRS 102 - Qualifying exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- from preparing a statement of cash flows and related notes;
- from preparing a reconciliation of the number of shares outstanding from the beginning to the end of the financial year;
- from disclosing related party transactions;
- from disclosing key management personnel compensation;
- from certain financial instrument disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instruments.

This information is included in the consolidated financial statements of the company's ultimate parent undertaking, Vivendi SA, copies of which can be obtained from 42 Avenue de Friedland, 75380 Paris, Cedex 08, France.

Other qualifying exemptions

As the ultimate parent undertaking prepares publicly available consolidated accounts and is incorporated within the European Union the company has taken advantage of the exemption under section 400 of the Companies Act 2006 from preparing consolidated accounts. As such, these financial statements give information about the company as an individual undertaking and not about its group.

Going concern

The Company's business activities, together with the factors likely to affect future developments, its financial exposures and its risk exposures are described in the strategic report.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources available to it to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

EMI GROUP INTERNATIONAL HOLDINGS LIMITED • NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

3. ACCOUNTING POLICIES (continued)

Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Basic financial instruments

Interest-bearing loans borrowings classified as basic financial instruments

All interest-bearing loans and borrowings are initially recognised at net proceeds. Interest bearing debt is increased by the finance cost in respect of the reporting period and reduced by any settlement made. Interest is charged and earned on a fixed element of the debt at an arm's length rate.

Finance costs of debt are allocated over the term of the debt at a constant rate on the carrying amount.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Impairment

Non-financial assets

The carrying amounts of the company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

3. ACCOUNTING POLICIES (continued)

Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges, unwinding of the discount on provisions, and net foreign exchange losses that are recognised through profit or loss in the statement of comprehensive income.

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

Interest income and interest payable are recognised in profit or loss as they accrue. Dividend income is recognised in the statement of comprehensive income on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised through profit or loss in the statement of comprehensive income 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 statement of financial position 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. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, associated and joint ventures to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. 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 statement of financial position date. Deferred tax balances are not discounted.

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

4. PARTICULARS OF EMPLOYEES

The company had no employees during the year ended 31 December 2016 (2015 - Nil).

The emoluments of the directors of the company were borne by other group companies in both years.

5. INCOME FROM PARTICIPATING INTERESTS

2016	2015
£'000	£'000
Income from participating interests 2,105,619	-

Income from participating interests represents dividends received from subsidiary undertakings.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

6.	INTEREST PAYABLE	AND SIMILAR	CHARGES				
						2016 £'000	2015 £'000
	Interest payable to group i	ındertakings				31,296	35,288
					ı	31,296	35,288
7.	TAX ON PROFIT/(LOS	S) ON ORDINA	ARY ACTIVITIES	3	·	 _	
(a) A	Analysis of tax credit in the	e year					
						2016 £'000	2015 £'000
	Current tax:						
	Group relief payable for le	osses surrendered	l from other group	undertakings		(6,259)	(7,146)
	Tax on profit/(loss) on ord	linary activities				(6,259)	(7,146)
		2016 £'000	2016 £'000	2016 £'000	2015 £'000	2015 £'000	2015 £'000
		Current Tax	Deferred Tax	Total Tax	Current Tax	Deferred Tax	Total Tax
	Recognised in Profit and loss	(6,259)	•	(6,259)	(7,146)	-	(7,146)
	Total Tax	(6,259)	-	(6,259)	(7,146)	-	(7,146)

(b) Factors affecting current tax credit

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 20% (2015 - 20.25%).

Under the Finance (No. 2) Act 2015, the main rate of corporation tax will be reduced from 20% to 19% effective from 1 April 2017. A further reduction to 17% from 1 April 2020 will apply by virtue of the Finance Act 2016 s46 which was enacted on 15 September 2016. Deferred tax assets and liabilities are measured at the rate expected to apply to the accounting period when the asset is realised or the liability is settled, based on the above rates.

	2016 £'000	£'000
Profit/(loss) on ordinary activities before taxation	875,808	(35,288)
Profit/(loss) on ordinary activities at the standard rate of UK Corporation tax of 20.00% (2015: 20.25%) Income not subject to taxation	175,156 (181,415)	7,146
Current tax credit for the financial year	(6,259)	7,146

EMI GROUP INTERNATIONAL HOLDINGS LIMITED NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

8. FINANCIAL ASSETS (INVESTMENTS)

	Shares In Subs/Grp £'000	Total £'000
COST/FAIR VALUE	4 ****	
At 1 January 2016	1,687,733	1,687,733
At 31 December 2016	1,687,733	1,687,733
PROVISION FOR IMPAIRMENT		
At 1 January 2016	489,218	489,218
Written off in year	1,198,515	1,198,515
At 31 December 2016	1,687,733	1,687,733
NET BOOK VALUE		
At 31 December 2016	-	_
At 31 December 2015	1,198,515	1,198,515
		

Subsidiary and related undertakings

The subsidiary and related undertakings off EMI Group International Holdings Limited as at 31 December 2016 are listed in note 15.

9. DEBTORS: Amounts due within one year

	2016 £'000	2015 £'000
Amounts owed by group undertakings	708,769	412,279
	708,769	412,279

All amounts owed from fellow group undertakings are classified as current as they are repayable on demand. Interest rates on intercompany loans have been agreed between parties on a loan by loan basis.

10. CREDITORS: Amounts falling due within one year

	2016 £'000	2015 £'000
Amounts owed to group undertakings	580,528	1,028,620
	580,528	1,028,620

All amounts owed to fellow group undertakings are classified as current as they are repayable on demand. Interest rates on intercompany loans have been agreed between parties on a loan by loan basis.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

11. CREDITORS: Amounts falling due after more than one year

	2016 £'000	2015 £'000
Shares classed as financial liabilities	<u>-</u>	1,336,000
Shares classed as infancial nanifices		
	<u>-</u>	1,336,000

Each of the redeemable ordinary shares ranks pair pass in all respects with the ordinary shares except in respect of redemption rights.

Both the Company and the holder of the redeemable ordinary shares had the right at any time to redeem all or any of the redeemable ordinary shares. No premium was payable on redemption. The Directors of the company which owned 100% of the redeemable ordinary shares, EMI Group Worldwide, had formally waived the right to redeem the shares until 31 December 2016.

The redeemable ordinary shares had been treated as debt rather than equity, and had therefore been included in Creditors due after more than one year. The redeemable ordinary shares were cancelled during 2016.

12. SHARE CAPITAL

Allotted, called up and fully paid:

	2016			2015	
	No	£'000	No	£'000	
Ordinary shares of £1 each Preference shares of £1 each	172,136,100 -	172,136	172,136,100 1,335,999,900	172,136 1,336,000	
	172,136,100	172,136	1,508,136,000	1,508,136	

13. POST BALANCE SHEET EVENT

No post balance sheet events have been identified by management.

14. ULTIMATE PARENT COMPANY

The immediate parent undertaking is EMI Group Worldwide. The ultimate parent undertaking and controlling party as at 31 December 2016 was Vivendi SA, a company incorporated in France. The smallest and largest group in which the results of the company are consolidated is that headed by Vivendi SA. Copies of its annual report in English may be obtained from:

Vivendi SA 42 Avenue de Friedland 75380 Paris Cedex 08 France

On 25 April 2017 Bolloré Group became the ultimate parent undertaking and controlling party.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

15. SUBSIDIARY AND RELATED UNDERTAKINGS

15, SUBSIDIARI AND RELATED UNDERTARINGS			
Company Name	Registered Office Address	% Shareholding	
E.M.I. Overseas Holdings Ltd	364-366 Kensington High Street, London, W14 8NS	100	
EMI Recorded Music Colombia SA (in Liquidation)	Calle 103 No. 19-60, Piso 3, Bogotá, 98765, Colombia	100	
EMI Odeon Grabeciones Musicales Chile Ltda	Av. Santa Maria 2670, Oficina 503, Providencia, Santiag Chile	go, 100	
EMI Recorded Music (Chile) Ltd	364-366 Kensington High Street, London, W14 8N United Kingdom	IS, 100	
EMI Odeon Sociedad Anonima Industrial y Comercial	Olga Cossettini, 1553, 1st Floor, Ciudad Autónoma Buenos Aire, C1107 CEK, Argentina	de 90	
EMI (Malaysia) Sdn Bhd	Level 8, Symphony House, Block D13, Pusat Dagang Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya Selang Darul Ehsan, Malaysia		
EMI Group Holdings BV	364-366 Kensington High Street, London, W14 8NS	100	
EMI Records Austria GmbH	Kärntner Straße 30, 1010, Wien, Austria	100	
Virgin Records (India) PVT Ltd	4th Floor, Samir Complex, St. Andrews Road, Band (West), Mumbai, 400 050, India	lra 100	
EMI Recorded Music, SA de CV (Mexico)	Río Tigris 33, Colonia Cuauhtémoc, Delegacio Cuauhtémoc, México, D.F., C.P. 06500, Mexico	ón 100	
EMI Music South Africa (Pty) Ltd	Design District Building, 2nd Floor, 7 Keyes Avenu Rosebank, Johannesburg, South Africa	ie, 50	
The CCP Record Company (Pty) Ltd (South Africa)	Design District Building, 2nd Floor, 7 Keyes Avenu Rosebank, Johannesburg, South Africa	ie, 100	
EMI Music de Uruguay SA	c/o Attorney's office Bado, Kuster, Zerbino & Rachet Treinta y Tres 1269, Montevideo, C.P. 11000, Uruguay	tti, 100	
EMI Holding Lebanon SAL	GEDCO Center, 6th Floor, Horsh Tabet, Beirut, Lebanor	n 98	
EMI Music Egypt Ltd	22 Mohamed El Nady Street, Nasr City, Cairo, Egypt	100	
EMI Music Mexico , SA de CV	Río Tigris 33, Colonia Cuauhtémoc, Delegacio Cuauhtémoc, México, D.F., C.P. 06500, Mexico	ón 50	
EGH1 BV	Gerrit van der Veenlaan 4, 3743 DN, Baarn, Netherlands	100	
Relax In Music SAL	GEDCO Center, 6th Floor, Horsh Tabet, Beirut, Lebanor	n 60	
Relax-In Egypt Ltd	9 Ymen Street, Lebanon Sq - El Mohandssen, Abd Halem Gaafar Office, Cairo, Egypt	Al 100	
EMI Records France Holdco Ltd	364-366 Kensington High Street, London, W14 8NS	100	
	245-247 Messoghion Avenue, Neo Psychico, Athens, 1	5451,	
Minos EMI SA (Greece)	Greece	100	
EMI Finland Oy	Merimiehenkatu 36 D, Helsinki, 00150, Finland	100	
EMI –Kent Elektronik San Ve Tic AS (Turkey)	Inonu Cad. No: 59 D:1-3 Ankara Palas, Gumussuyu, Ista 34437, Turkey	anbul, 100	
Universal Music Taksim Edisyon AS	Arnavutköy Mah Kamaci, Sokak No:10, 34345 Bes Istanbul, Turkey	siktas, 100	
Universal Music Publishing Turkey Muzik Yayim Limited Sirketi	Arnavutkoy Mah. Kamaci Sok, No. 10 34345 Arnavu Besiktas, Istanbul, Turkey	utkoy, 100	