Village Theatres 3 Limited

Report and Financial Statements

For the period ended 28 June 2018

Registration No. 03819921



Company Information

Directors

C M Aubrey P F Garner S L Driscoll

Secretary

S L Driscoll

Auditor

Ernst & Young LLP 1 More London Place London SE1 2AF

Registered office

Priory House Pilgrims Court Sydenham Road Guildford Surrey GU1 3RX

Directors' report

The directors present their report and the audited financial statements for Village Theatres 3 Limited (the "Company" for the period ended 28 June 2018. The Company prepares financial statements for either 52 or 53 week periods ending within one week of 30 June.

Results and dividends

The Company generated a loss after tax for the period of £97,932 (2017: £930,925), which included an impairment charge of £16,803 (2017: £75,842). The directors do not recommend a dividend (2017: £Nil).

Principal activity

The principal activity of the Company was the operation of a multi-screen cinema in the United Kingdom.

On 31 May 2018, the Company ceased its cinema operations in Belfast, and as a result, the Company has ceased all active operations, although it has continued to fulfil minor existing commitments subsequent to 27 June 2018. The results of the Company are presented as a discontinued operation in both the current period and comparative period.

Directors

The directors who served the Company during the period and up to the date of approval of the financial statements were as follows:

C M Aubrey

P F Garner

S L Driscoll

Going concern

The financial statements have been prepared on a going concern basis on the assumption that other group undertakings will continue to provide adequate financial support to the Company to enable it to meet its liabilities as and when they fall due.

The directors have considered the ability of other group companies to provide such support and have received confirmation that the support will be provided for a period of no less than twelve months from the date of approval of these financial statements. The directors therefore consider it appropriate to adopt a going concern basis. Should support not be made available to the Company, the going concern basis used in preparing the Company's financial statements would be invalid and adjustments would have to be made to reduce the value of assets to their realisable amount, to provide for any further liabilities which might arise and to reclassify fixed assets as current assets.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Directors' report (continued)

Small Companies' exemption

In preparing this Directors' report, the directors have taken advantage of the small companies exemption under Section 415(A) of the Companies Act 2006.

The directors have taken advantage of the small companies' exemption under section 414B in relation to preparation of a strategic report.

On behalf of the board

P F Garner

Director

19 December 2018

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 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 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 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.

Independent auditor's report

to the members of Village Theatres 3 Limited

Opinion

We have audited the financial statements of Village Theatres 3 Limited for the year ended 28 June 2018 which comprise the Statement of comprehensive income, Statement of changes in equity, Balance Sheet and the related notes 1 to 13 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 FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 28 June 2018 and of its loss for the period 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 below. 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that
 may cast significant doubt about the company's ability to continue to adopt the going concern basis of
 accounting for a period of at least twelve months from the date when the financial statements are
 authorised for issue.

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.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report

to the members of Village Theatres 3 Limited (continued)

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 directors' 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 or directors' report.

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 2, 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.

A further description of our responsibilities for the audit of the financial statements is located 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 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.

Gordon Cullen (Senior statutory auditor)

Em Ly W

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

19 December 2018

Statement of comprehensive income

for the period ended 28 June 2018

	Period ended 28 June 2018	Period ended 29 June 2017
Notes	£	£
3	2,077,659	2,183,713
_	(1,013,999)	(1,077,543)
	1,063,660	1,106,170
	(1,144,789)	(1,693,635)
_	(16,803)	(75,842)
4	(97,932)	(663,307)
6	-	(267,618)
=	(97,932)	(930,925)
		-
=	(97,932)	(930,925)
	3 -	ended 28 June 2018 Notes £ 3 2,077,659 (1,013,999) 1,063,660 (1,144,789) (16,803) 4 (97,932) 6 - (97,932)

Statement of changes in equity

for the period ended 28 June 2018

	Share capital £	Capital contribution reserve £	Retained losses £	Total £
At 30 June 2016	2	1,869,600	(13,156,174)	(11,286,572)
Loss for the period	-	-	(930,925)	(930,925)
At 29 June 2017	2	1,869,600	(14,087,099)	(12,217,497)
Loss for the period	-	-	(97,932)	(97,932)
At 28 June 2018	2	1,869,600	(14,185,031)	(12,315,429)
·				

Balance sheet

as at 28 June 2018

		28 June 2018	29 June 2017
	Notes	£	£
Current assets			
Stock	7	-	21,010
Trade and other receivables	8	-	162,059
Cash at bank and in hand		46,755	203,194
,	•	46,755	386,263
Creditors: amounts falling due within one year	9	(12,362,184)	(12,603,760)
Net current liabilities		(12,315,429)	(12,217,497)
Net liabilities		(12,315,429)	(12,217,497)
Capital and reserves	•		
Called up share capital	10	2	2
Capital contribution reserve		1,869,600	1,869,600
Retained losses		(14,185,031)	(14,087,099)
Shareholders' deficit		(12,315,429)	(12,217,497)

These financial statements have been prepared in accordance with the special provisions relating to small companies under section 415(A) of the Companies Act 2006.

The financial statements were approved by the Board of Directors and were signed on its behalf by:

P F Garner

Director

19 December 2018

Company registration number 03819921

Notes to the financial statements

at 28 June 2018

1. Principal accounting policies

Basis of preparation

The financial statements for Village Theatres 3 Limited (the "Company") for the period ended 28 June 2018 were authorised for issue by the board of directors on 19 December 2018 and the balance sheet was signed on the board's behalf by P F Garner. Village Theatres 3 Limited is incorporated and domiciled in England and Wales. The Company is a private limited company, limited by shares.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest pound.

These financial statements were prepared in accordance with Financial Reporting Standard 101, Reduced Disclosure Framework ("FRS101").

In preparing these financial statements the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards ("IFRS") as adopted by the European Union, but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS101 disclosure exemptions have been taken.

The Company's parent undertaking of the largest and smallest group of undertakings for which consolidated financial statements are drawn up that includes the Company, is the Village Roadshow Limited group ("VRL group" or "group"). The consolidated financial statements of the VRL group are prepared in accordance with IFRS and are available to the public (refer to Note 11).

In these financial statements, the Company has applied the exemptions available under FRS101 in respect of the following disclosures:

- The requirement in paragraph 38 of IAS1, *Presentation of Financial Statements*, to present comparative information in respect of:
 - (a) Paragraph 79(a)(iv) of IAS1;
 - (b) Paragraph 73(e) of IAS16, Property, Plant and Equipment;
- The requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS1;
- The requirements of IAS7, Statement of Cash Flows;
- The requirements of paragraphs 30 and 31 of IAS8, Accounting Policies, Changes in Accounting Estimates and Errors;
- The requirements of paragraph 17 of IAS24, Related Party Disclosures;
- The requirements in IAS24 to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- The requirements of paragraphs 130(f)(ii) and 130(f)(iii) of IAS36, Impairment of Assets.

As the consolidated financial statements of the VRL group include the equivalent disclosures, the Company has also taken the exemptions under FRS101 available in respect of the following disclosures:

- Certain disclosures required by paragraphs 91-99 of IFRS13, Fair Value Measurement; and
- The disclosure requirements required by IFRS7, Financial Instruments: Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS101 in its next financial statements.

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

Going concern

The financial statements have been prepared on a going concern basis on the assumption that other group undertakings will continue to provide adequate financial support to the Company to enable it to meet its liabilities as and when they fall due.

The directors have considered the ability of other group companies to provide such support and have received confirmation that the support will be provided for a period of no less than twelve months from the date of approval of these financial statements. The directors therefore consider it appropriate to adopt a going concern basis. Should support not be made available to the Company, the going concern basis used in preparing the Company's financial statements would be invalid and adjustments would have to be made to reduce the value of assets to their realisable amount, to provide for any further liabilities which might arise and to reclassify fixed assets as current assets.

at 28 June 2018

1. Principal accounting policies (continued)

Accounting period

The Company prepares financial statements for either 52 or 53 week periods ending within one week of 30 June.

Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Risks and rewards of ownership are considered passed to the buyer at the point of delivery of the goods to the customer.

Rendering of services

Revenue from the rendering of services is recognised when control of a right to be compensated for the services has been attained, which owing to the nature of the service will typically occur on the same day the service is provided. Where services are yet to be rendered, amounts are recorded as unearned revenue.

Stocks

Stocks, which comprise sundry supplies and consumables, are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Operating leases

Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the profit and loss account on a straight line basis over the lease term.

at 28 June 2018

1. Principal accounting policies (continued)

Provisions

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

When the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit and loss account net of any reimbursement

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

Interest

Interest costs are accounted for on an accruals basis in the profit and loss account using the effective interest method.

Interest income is recognised as it accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less an allowance for any uncollectible amounts. Collectability of trade receivables is reviewed on an ongoing basis. An impairment provision is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified. Objective evidence takes into account financial difficulties of the debtor, default payments or if there are debts outstanding longer than agreed terms.

Trade and other payables

Creditors are recognised at amounts to be paid in the future for goods and services already received, whether or not billed to the Company. They are non-interest bearing and are normally settled on 30-90 day terms.

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Company prior to the end of the financial period that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services.

2. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those 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.

at 28 June 2018

3. Turnover

4.

Turnover comprises revenue from theatre admissions and concession sales, and sundry sales, excluding VAT, and all arises within the UK.

	<i>Period</i>	Period
	ended	ended
	28 June	29June
	2018	2017
	£	£
Sale of goods	844,281	892,762
Rendering of services	1,035,521	1,106,018
Other revenue	197,857	184,933
	2,077,659	2,183,713
Loss before taxation		
This is stated after charging:		
	Period	Period
	ended	ended
	28 June	29 June
	2018	2017
	£	£
Auditor's remuneration – audit services	18,000	18,000
Impairment of tangible assets	16,803	75,842
Cost of stocks recognised as an expense (included in cost of sales)	230,949	227,692

Refer to Note 5 for staff costs for the periods ended 28 June 2018 and 29 June 2017.

5. Directors and employees

The average monthly number of employees (including directors) during the period was:

	Period ended 28 June 2018 Number	Period ended 29 June 2017 Number
Cinema operations Directors	23 3	25 3
	26	28
Staff costs, including directors, consist of:		
	Period ended 28 June 2018 £	Period ended 29 June 2017 £
Wages and salaries Social security costs Other pension costs	296,067 14,240 1,678	340,189 15,972 1,383
•	311,985	357,544

The directors did not receive any emoluments for their services to the Company during the period (2017: £Nil). Amounts paid by group undertakings in relation to qualifying services were immaterial in the current and prior periods.

at 28 June 2018

6. Taxation

(a) Factors affecting tax for the period

The tax for the period differs from loss before tax multiplied by the standard rate of corporation tax in the UK of 19% (2017: 19.75%). A reconciliation of the current tax for the period to the tax on the loss at the standard rate is set out below:

	Penoa ended 28 June 2018 £	ended 29 June 2017 £
Loss before tax	(97,932)	(663,307)
Corporation tax at 19% (2017: 19.75%)	(18,607)	(131,003)
Effects of: Reversal of prior period group relief Depreciation and impairment (less than) in excess of capital allowances Losses not brought to account	- - 18,607	267,618 14,979 116,024
Current tax expense for the period	-	267,618
Current tax expense is represented by:		
Prior year adjustments	-	267,618
Total current taxation	-	267,618

(b) Factors that may affect future tax charges

The Company has incurred taxable losses (excluding capital losses and capital allowances) which are available to offset against future taxable profits of £12,722,593 (2017: £12,624,661). A deferred tax asset has not been recognised in respect of these losses as the Company does not anticipate that taxable profits will arise within the immediate future.

(c) Change in corporate tax rate

The Finance Act (No. 2) 2015 was enacted on 18 November 2015 and introduced a reduction in the headline rate of UK corporation tax from the current rate of 19% to a reduced rate of 18% with effect from 1 April 2020. A further reduction in the headline rate to 17%, to apply from 1 April 2020, was enacted in the Finance Act 2016 on 15 September 2016.

7. Stock

		28 June 2018 £	29 June 2017 £
	Finished goods held for resale		21,010
8.	Trade and other receivables		
		28 June 2018 £	29 June 2017 £
	Current:		
	Trade and sundry debtors	-	24,754
	Prepayments		137,305
	·	-	162,059

at 28 June 2018

9. Creditors: amounts falling due within one year

	28 June 2018 £	29 June 2017 £
Trade creditors Sundry creditors and accruals	- 69.471	6,792,026 209.015
Amounts owing to related undertakings	12,292,713	5,602,719
	12,362,184	12,603,760

Amounts owing to related undertakings are unsecured, interest free and have no fixed terms of repayment.

10. Authorised, issued and called up share capital

	28 June	29 June
	2018	2017
	£	£
Authorised, called up and fully paid		
2 (2017: 2) Ordinary shares of £1 each	2	2

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Village Roadshow UK Holdings Pty. Ltd., a company incorporated in Australia. The directors consider the ultimate parent undertaking and controlling party to be Positive Investments Pty. Limited, a company incorporated in Australia.

The parent undertaking of the largest and smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Village Roadshow Limited, a company incorporated in Australia. Copies of the group financial statements can be obtained from the Secretary, Village Roadshow Limited, Level 1, 500 Chapel Street, South Yarra, Victoria, 3141, Australia.

12. Capital commitments

Capital commitments in relation to tangible assets as at 28 June 2018 are £Nil (2017: £Nil).

13. Commitments under operating leases

The Company had annual commitments under non-cancellable operating leases as set out below:

	28 June	29 June
	2018	2017
	£	£
Future minimum lease payments due:		
Within one year	-	1,246,403
In two to five years inclusive	-	4,985,612
Over five years		4,985,612
		11,217,627

In July 2017, the long-term lease for the business premises was terminated and replaced by a short-term licence agreement. From July 2017, the Company no longer has any commitments under non-cancellable operating leases.