

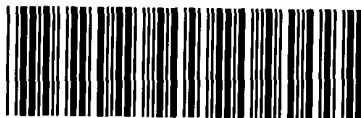
Company Registered Number: 6333300

ZeniMax Europe Limited

Annual Report and Consolidated Financial Statements

31 December 2015

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Registered Number: 6333300

Group Information

Directors

James L Leder
Cindy L Tallent

Secretary

John G Leshner

Independent Auditors

KPMG LLP
Arlington Business Park
Theale,
Reading, RG7 4SD
United Kingdom

Bankers

Barclays Bank Plc
Slough Town Centre,
East Berkshire Group
PO Box 756,
Slough, SL1 4SG
United Kingdom

Registered Office

1st Floor, West Wing
Davidson House
Forbury Square
Reading, RG1 3EU
United Kingdom

Registration Number

6333300

Strategic Report

Business Review

The group publishes and distributes video games and related content, in markets throughout the world, by selling products either directly to local retailers (in the United Kingdom & Eire, France, Germany, the Benelux region and in Australia and New Zealand) or via arrangements with sub-distributors (as in the rest of mainland Europe, Russia, South Africa and the Middle East). The games are published on standard platforms, including Microsoft Xbox One™, Sony PlayStation®4, Microsoft Xbox 360®, Sony PlayStation®3 as well as personal computers and mobile devices. The games are delivered to the end consumers by both physical and digital means, including downloads for 2015 in the European region from Steam, Sony and Microsoft.

During 2015, the group launched its first game targeted solely at mobile platforms. Fallout Shelter operates on both Apple and Android devices. During the year, the group also launched its first MMOG game for console players: The Elder Scrolls Online: Tamriel Unlimited and three other games: Fallout 4, Wolfenstein: The Old Blood and Dishonoured Definitive Edition.

For the year ended 31 December 2015, the group made a gross profit of £119m (56% of turnover) (2014: £34.2m (43% of turnover), after expensing all cost of goods and royalties payable to ZeniMax Media Inc. (as owner of the intellectual property in the games published), and is reporting a pre-tax profit of £63.5m (2014 pre-tax loss: £12.5m). The group ended the year with cash balances in hand of £57.9m (2014: £20.1m).

Pre-tax profit, gross profit, cash generation and game units shipped are primary KPIs used by the directors to measure the success of the group.

During 2015 the subsidiaries (ZeniMax Germany GmbH, ZeniMax France SAS, ZeniMax Benelux BV and ZeniMax Australia Pty Limited) continued shipping product. These four companies distribute ZeniMax games directly to retailers in Germany, Austria, Switzerland, France, Belgium, The Netherlands, Luxembourg, Australia and New Zealand. ZeniMax Online Ireland Limited continued to provide administration and support services to customers following its acquisition in December 2013.

Going Concern

In accordance with their responsibilities, the directors of the company have considered the appropriateness of the going concern basis, which has been used in the preparation of these financial statements. The company's business activities during the period ended 31 December 2015 have been set out above. Further, the amounts due to creditors are stated under note 12 of these financial statements.

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

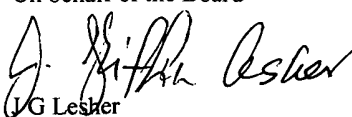
Principal Risks and Uncertainties

The main financial risks arising from the group's activities are credit risk and liquidity risk. These are monitored by the board of directors and were not considered to be significant at the balance sheet date.

The group's policy in respect of credit risk is to require appropriate credit checks on potential customers before sales are made and to take out credit insurance on major customers where possible, and where possible, secure cash in advance of shipping games.

The group's policy in respect of liquidity risk is to regularly forecast future cash flows and ensure adequate funding is in place for future operations.

On behalf of the Board



J.G. Lesker

Secretary

Date: 18th March 2016

Directors' Report

The directors present their report and audited financial statements of ZeniMax Europe Limited (the "company") for the year ended the 31 December 2015.

Directors

The directors who held office during the period were as follows:

James L Leder
Cindy L Tallent

Political and Charitable Donations

During the year, the company made no political donations (2014: £Nil) and no charitable donations (2014: £Nil).

Disclosure of Information to the Auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the Board



J G Leshner

Secretary

Date: 18th March 2016

Statement of Directors' Responsibilities

The directors are responsible for preparing the strategic report, 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 group and parent company financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102).

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 those financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, including FRS 102;
- Notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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 directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent 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 group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report

to the members of ZeniMax Europe Limited

We have audited the financial statements of ZeniMax Europe Limited for the year ended 31 December 2015 set out on pages 8 to 29. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

Respective Responsibilities of Directors and Auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 the Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2015 and of the group's profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matters Prescribed by the Companies Act 2006

In our opinion 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.

Independent Auditor's Report (continued)

to the members of ZeniMax Europe Limited

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.



Simon Baxter (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale,
Reading,
RG7 4SD

Date: 21 March 2016

Registered Number: 6333300

Consolidated Profit and Loss Account

For the year ended 31 December 2015

	<i>Notes</i>	2015 £	2014 £
Turnover	2	212,347,079	79,971,314
Cost of sales		<u>(93,305,009)</u>	<u>(45,740,395)</u>
Gross Profit		119,042,070	34,230,919
Administrative expenses		<u>(55,598,596)</u>	<u>(46,893,502)</u>
Operating Profit/(Loss)		63,443,474	(12,662,583)
Interest receivable and similar income		49,156	120,282
Interest payable and similar charges		<u>(491)</u>	<u>(7,228)</u>
Profit/(loss) on Ordinary Activities Before Taxation		63,492,139	(12,549,529)
Tax on profit/(loss) on ordinary activities	6	<u>(13,225,450)</u>	<u>1,645,410</u>
Profit/(loss) for the Financial Year		<u>50,266,689</u>	<u>(10,904,119)</u>

All items dealt with in arriving at the above results relate to continuing operations.
The notes on pages 15 to 29 form an integral part of these Financial Statements.

Consolidated Other Comprehensive Income

For the year ended 31 December 2015

	<i>Notes</i>	<i>2015</i> £	<i>2014</i> £
Profit/(loss) for the financial year		50,266,689	(10,904,119)
Foreign exchange differences		<u>555,687</u>	<u>(181,767)</u>
Total comprehensive income / (expense) for the financial year		<u>50,822,376</u>	<u>(11,085,886)</u>

The notes on pages 15 to 29 form an integral part of these Financial Statements.

Registered Number: 6333300

Consolidated Balance Sheet

At 31 December 2015

	Notes	2015 £	2014 £
Fixed Assets			
Tangible assets	7	5,612,740	9,745,809
		<u>5,612,740</u>	<u>9,745,809</u>
Current Assets			
Stock	10	2,883,475	2,438,531
Debtors	11	81,926,609	12,650,655
Cash at bank and in hand		<u>57,931,514</u>	<u>20,072,370</u>
		<u>142,741,598</u>	<u>35,161,556</u>
Creditors: Amounts falling due within one year	12	<u>(86,308,359)</u>	<u>(33,683,762)</u>
Net Current Assets		<u>56,433,239</u>	<u>1,477,794</u>
Total Assets Less Current Liabilities		<u>62,045,979</u>	<u>11,223,603</u>
Net Assets		<u><u>62,045,979</u></u>	<u><u>11,223,603</u></u>
Capital and Reserves			
Called up share capital	13	100	100
Profit and loss account		<u>62,045,879</u>	<u>11,223,503</u>
Shareholders' Funds		<u><u>62,045,979</u></u>	<u><u>11,223,603</u></u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 18th March 2016.



C L Tallent
Director

The notes on pages 15 to 29 form an integral part of these Financial Statements.

Registered Number: 6333300

Company Balance Sheet

At 31 December 2015

	Notes	2015 £	2014 £
Fixed Assets			
Tangible assets	8	435,585	510,912
Investments	9	209,847	209,847
		645,432	720,759
Current Assets			
Stock	10	1,226,615	1,089,315
Debtors	11	93,645,756	22,546,862
Cash at bank and in hand		26,941,208	9,082,236
		121,813,579	32,718,413
Creditors: Amounts falling due within one year	12	(60,099,867)	(20,911,079)
Net Current Assets		61,713,712	11,807,334
Total Assets Less Current Liabilities		62,359,144	12,528,093
Net Assets		62,359,144	12,528,093
Capital and Reserves			
Called up share capital	13	100	100
Profit and loss account		62,359,044	12,527,993
Shareholders' Funds		62,359,144	12,528,093

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 18th March 2016.



C L Tallent
Director

The notes on pages 15 to 29 form an integral part of these Financial Statements.

Consolidated Statement of Changes in Equity

	<i>Notes</i>	<i>Called up share capital £</i>	<i>Profit and loss Account £</i>	<i>Total equity £</i>
Balance at 1 January 2014		100	22,309,389	22,309,489
Loss for the financial period		-	(10,904,119)	(10,904,119)
Currency translation differences		-	(181,767)	(181,767)
Total comprehensive loss for the year		-	(11,085,886)	(11,085,886)
Balance at 31 December 2014		100	11,223,503	11,223,603
	<i>Notes</i>	<i>Called up share capital £</i>	<i>Profit and loss Account £</i>	<i>Total equity £</i>
Balance at 1 January 2015		100	11,223,503	11,223,603
Profit for the financial period		-	50,266,689	50,266,689
Currency translation differences		-	555,687	555,687
Total comprehensive income for the year		-	50,822,376	50,822,376
Balance at 31 December 2015		100	62,045,879	62,045,979

The notes on pages 15 to 29 form an integral part of these Financial Statements.

Registered Number: 6333300

Company Statement of Changes in Equity

	<i>Notes</i>	<i>Called up share capital</i> £	<i>Profit and loss account</i> £	<i>Total equity</i> £
Balance at 1 January 2014		100	21,283,487	21,283,587
Loss for the financial period		-	(8,755,494)	(8,755,494)
Currency translation differences		-	-	-
Total comprehensive loss for the year		-	(8,755,494)	(8,755,494)
Balance at 31 December 2014		100	12,527,993	12,528,093

	<i>Notes</i>	<i>Called up share capital</i> £	<i>Profit and loss account</i> £	<i>Total equity</i> £
Balance at 1 January 2015		100	12,527,993	12,528,093
Profit for the financial period		-	49,831,051	49,831,051
Currency translation differences		-	-	-
Total comprehensive income for the year		-	49,831,051	49,831,051
Balance at 31 December 2015		100	62,359,044	62,359,144

The notes on pages 15 to 29 form an integral part of these Financial Statements.

Registered Number: 6333300

Consolidated Cash Flow Statement

At 31 December 2015

	2015 £	2014 £
Cash flows from operating activities	<u>38,986,173</u>	<u>4,821,259</u>
Net cash generated for operating activities	<u>38,986,173</u>	<u>4,821,259</u>
Cash flows for investing activities		
Acquisition of tangible fixed assets	(400,740)	(6,739,745)
Proceeds from sale of tangible fixed assets	46,333	-
Movement in Exchange Rates	(821,287)	-
Interest received	<u>49,156</u>	<u>120,282</u>
Net cash (used in) investing activities	<u>(1,126,538)</u>	<u>(6,619,463)</u>
Cash flows for financing activities		
Interest paid	<u>(491)</u>	<u>(7,228)</u>
Net cash (used in) financing activities	<u>(491)</u>	<u>(7,228)</u>
Cash and cash equivalents at the beginning of the year	<u>20,072,370</u>	<u>21,877,801</u>
Net Increase/(decrease) in cash at bank and in hand	<u>37,859,144</u>	<u>(1,805,431)</u>
Cash and cash equivalents at the end of the year	<u>57,931,514</u>	<u>20,072,370</u>
Reconciliation of Operating Profit/(Loss) to Net Cash Flows from Operating Activities	2015 £	2014 £
Operating profit/(loss)	63,443,474	(12,662,583)
Depreciation charges	3,666,189	4,417,887
Unrealised foreign exchange	1,169,858	572,616
Loss on disposals	(4,676)	411,778
Share based payment charges	988,549	977,276
(Increase)/decrease in stock	(444,944)	(340,182)
(Increase)/decrease in debtors	(71,122,445)	(4,929,316)
Increase/(decrease) in creditors	42,252,261	15,816,117
Tax Paid	(962,093)	557,666
Net Cash Inflow/(Outflow) from Operating Activities	<u><u>38,986,173</u></u>	<u><u>4,821,259</u></u>

Notes to the Financial Statements

For the year ended 31 December 2015

1. Accounting policies

ZeniMax Europe Limited (the “company”) is a company limited by shares and incorporated and domiciled in the UK.

The financial statements are prepared on the historical cost basis.

These group and parent company financial statements were prepared in accordance with Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (“FRS 102”) as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. The following exemptions have been taken in these financial statements:

- Business combinations – Business combinations that took place prior to 1 January 2014 have not been restated.
- Separate financial instruments – carrying amount of the company’s cost of investment in subsidiaries is its deemed cost at 1 January 2014.
- Designation of previously recognised financial instruments – certain financial assets and liabilities were at 1 January 2014 designated at fair value through profit or loss.
- Lease arrangements – in order to determine whether an arrangement contains a lease, the group and company has analysed facts and circumstances existing at 1 January 2014 rather than commencement date of the arrangement.
- Lease incentives – for leases commenced before 1 January 2014 the group and company continued to account for lease incentives under previous UK GAAP.

The parent company is included in the consolidated financial statements, and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period has not been included a second time;
- No separate parent company Cash Flow Statement with related notes is included;
- Key Management Personnel compensation has not been included a second time.
- Certain disclosures required by FRS 102.26 Share Based Payments are not provided; and
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1 have not been included.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. On first time adoption of FRS 102, the group and company has not retrospectively changed its accounting under old UK GAAP for derecognition of financial assets and liabilities before the date of transition or accountancy estimates.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 19.

Notes to the Financial Statements (continued)

Accounting policies

1. Accounting policies (continued)

1.1 Change in accounting policy/prior period adjustment

In these financial statements, the group and company have not changed their accounting policies, nor have there been any prior period adjustments.

1.2 Going Concern

The group and company had net current assets at the year end and has prepared forecasts that suggest that it will continue to meet its liabilities as they fall due for the foreseeable future. The group benefits from support from ZeniMax Media Inc. through a distribution agreement. Accordingly, the financial statements have been prepared on a going concern basis.

1.3 Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiary undertakings made up to 31 December 2015. A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated profit and loss account from the date that control commences until the date that control ceases. Control is established when the company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the group takes into consideration potential voting rights that are currently exercisable.

Under Section 408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account.

1.4 Revenue recognition

Turnover represents sales to external customers based on what has been received or receivable; net of VAT and other sales related taxes. Turnover is recognised when the risks and rewards of owning the goods have been transferred to the customer.

Consistent with industry practices the group recognises, as a reduction of turnover, reserves for returns and future price concessions based on both contractual and commercial considerations, in line with management's ability to reliably estimate such items, in the year in which the sale is recognised. Trade debtors are shown net of these reserves and any allowances for doubtful debts. Where the reserves for a customer exceed the trade debtor balance the trade debtor net of the reserves for returns and future price concessions are included in current liabilities.

Royalty revenue is recognised in the year earned based on royalty reports received.

When the company sells arrangements with multiple deliverables (elements), the company allocates revenue to each element of the arrangement, using fair values. The company recognises revenues for the activation keys for MMORPG rateably over the estimated service period beginning upon activation of the game. Subscription revenue, whether sold in conjunction with the sale of the core MMORG, through prepaid subscription cards or subscription sales, are deferred until the subscription service starts. Subscription revenue is recognised rateably over the subscription period.

Notes to the Financial Statements (continued)

Accounting policies

1. Accounting policies (continued)

1.5 Foreign Currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date. All exchange differences are dealt with through the profit and loss account.

The assets and liabilities of overseas subsidiary undertakings are translated at the closing exchange rates. Gains and losses arising on these translations are taken to reserves.

1.6 Tangible Fixed Assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the entity assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases.

The company assesses at each reporting date whether tangible fixed assets are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

Leasehold improvements	-	20% per annum
Computers and electronics	-	33% per annum
Fixtures, fittings and equipment	-	33% per annum

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since the last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

1.7 Basic financial investments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Notes to the Financial Statements (continued)

Accounting policies

1. Accounting policies (continued)

1.7 Basic financial investments (continued)

Investments in ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

1.8 Other financial instruments

Financial instruments not considered to be Basic Financial Instruments (Other financial instruments)

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- investments in equity instruments that are not publicly traded and whose fair value cannot otherwise be measured reliably shall be measured at cost less impairment.

1.9 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition.

1.10 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. 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, 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.

Notes to the Financial Statements (continued)

Accounting policies

1. Accounting policies (continued)

1.10 Taxation (continued)

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

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

1.11 Related party transactions

The company does not disclose transactions with members of the same group that are wholly owned.

1.12 Employee benefits

Share-based payment transactions

Share-based payment arrangements in which the entity receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the entity.

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured based on an observable market price, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Share-based payment transactions in which the entity receives goods or services by incurring a liability to transfer cash or other assets that is based on the price of the entity's equity instruments are accounted for as cash-settled share-based payments. The fair value of the amount payable to employees is recognised as an expense, with a corresponding increase in liabilities, over the period in which the employees become unconditionally entitled to payment. The liability is re measured at each balance sheet date and at settlement date. Any changes in the fair value of the liability are recognised as personnel expense in profit or loss.

Notes to the Financial Statements (continued)

Accounting policies

1.13 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease.

Interest receivable and Interest payable

Interest payable and similar charges includes interest payable.

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

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

2. Turnover

The table below sets out the turnover for each of the group's geographical areas of operation. All revenues are derived from the group's sole industry segment being the provision of video game software.

	2015 £	2014 £
Geographical markets supplied:		
United Kingdom	69,584,227	16,861,773
Europe (excluding UK)	105,132,150	48,895,281
Rest of World	37,630,702	14,214,260
	<u>212,347,079</u>	<u>79,971,314</u>

3. Expenses and auditor's remuneration

Included in profit/loss are the following;	2015 £	2014 £
Exchange differences	1,174,535	2,189,259
Operating lease charges	1,624,312	1,084,089
Depreciation of tangible fixed assets (Note 7)	<u>3,666,189</u>	<u>4,417,887</u>
Audit of these financial statements	50,587	43,624

Disclosures below based on amounts receivable in respect of other services to the group and its subsidiaries

Amounts receivable by the group's auditor and its associates in respect of:

Audit of financial statements of the group's subsidiaries	16,862	19,562
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Notes to the Financial Statements (continued)

Accounting policies

4. Staff numbers and costs

The average monthly number of employees during the year was:	2015	2014
	<i>No.</i>	<i>No.</i>
	94	179

The aggregate payroll costs of these persons were as follows:

	2015	2014
	£	£
Wages and salaries	10,012,222	8,205,100
Share based payment	988,549	977,276
Social security costs	1,127,436	925,340
Pension costs	107,736	128,226
	12,235,943	10,235,942

5. Directors' remuneration

The directors' remuneration including fees was borne by the ultimate parent undertaking in the current year. The directors are also directors of other companies within the ZeniMax Media Inc. group. These directors' services are not significant to the company and therefore they have received no emoluments in relation to the company for the year to 31 December 2015 (2014: £Nil).

Notes to the Financial Statements (continued)

Accounting policies

6. Tax on Profit/loss on Ordinary Activities

	2015 £	2014 £
Taxation on profit/(loss) on ordinary activities comprises:		
UK Corporation Tax		
UK Corporation tax at 20.25% (2014: 21.49%)	9,970,495	-
Foreign Tax:		
Current tax on income for the period	857,622	899,166
Total Current Tax Charge	10,828,117	899,166
Deferred Tax		
Origination / reversal of timing differences	2,444,859	(2,544,576)
Effect of increased / decreased tax rate	307,919	-
Adjustment in respect of previous years	(355,445)	-
Total Deferred Tax	2,397,333	(2,544,576)
Tax charge/(credit) on profit/(loss) from ordinary activities	13,225,450	(1,645,410)
Reconciliation of Current Tax Charge/ (Credit):		
Profit/(loss) on ordinary activities before tax	63,492,139	(12,549,529)
Profit/(loss) on ordinary activities multiplied by standard rate of UK Corporation Tax of 20.25% (2014: 21.49%)	12,857,158	(2,696,894)
Effects of:		
Tax rates on overseas earnings	857,622	899,166
Fixed assets not deductible for tax purposes	3,860	10,466
Expenses not deductible for tax purposes	57,328	27,837
Capital allowances for the period in excess of depreciation	(558,998)	(50,308)
Other short term timing differences	418,200	1,559,074
Adjustments to tax charges	(172,968)	-
Unrelieved/(relieved) tax losses and other deductions arising in the period	(2,634,085)	1,149,825
Current Tax Charge/ (Credit) for the Period	10,828,117	899,166
Deferred tax asset reconciliation		
Capital Allowances in advance of depreciation	28,356	52,520
Other timing differences	(1,048,319)	(489,955)
Tax losses carried forward	-	(3,027,387)
Total Deferred Tax Asset	(1,019,963)	(3,464,822)

The deferred tax assets are treated as recoverable as, in the directors' opinion; there will be suitable taxable profits within the ZeniMax Europe group from which the future reversal of the underlying timing differences can be deducted.

Notes to the Financial Statements (continued)

Accounting policies

7. Tangible Fixed Assets – Group

Cost	Leasehold Improvements £	Computer & Electronics £	Fixtures & Fittings £	Total £
At 1 January 2015	3,544,543	10,717,122	560,425	14,822,090
Additions	20,783	351,252	28,706	400,741
Disposals	-	(46,333)	-	(46,333)
Adjustment	-	(32,497)	32,497	-
Movement in Exchange Rates	(180,463)	(613,978)	(26,847)	(821,288)
At 31 December 2015	3,384,863	10,375,566	594,781	14,355,210
Depreciation				
At 1 January 2015	126,617	4,914,122	35,542	5,076,281
Depreciation charge for the year	1,307,686	2,117,215	241,288	3,666,189
Adjustment	-	(6,867)	6,867	--
At 31 December 2015	1,434,303	7,024,470	283,697	8,742,470
Net Book Value				
At 31 December 2015	<u>1,950,560</u>	<u>3,351,096</u>	<u>311,084</u>	<u>5,612,740</u>
At 31 December 2014	<u>3,417,926</u>	<u>5,803,000</u>	<u>524,883</u>	<u>9,745,809</u>

Notes to the Financial Statements (continued)

Accounting policies

8. Tangible Fixed Assets – Company

Cost	Leasehold Improvements £	Computer & Electronics £	Fixtures & Fittings £	Total £
At 1 January 2015	443,828	170,731	100,100	714,659
Additions	20,783	-	-	20,783
At 31 December 2015	464,611	170,731	100,100	735,442
Depreciation				
At 1 January 2015	86,309	92,555	24,883	203,747
Depreciation charge for the year	51,238	30,572	14,300	96,110
At 31 December 2015	137,547	123,127	39,183	299,857
Net Book Value				
At 31 December 2015	327,064	47,604	60,917	435,585
At 31 December 2014	357,519	78,176	75,217	510,912

9. Fixed Asset Investments - Company

Cost	Shares in Group Undertaking £
At beginning of year	209,847
Additions	-
Disposals	-
At end of year	209,847
Net Book Value	
At 31 December 2015	209,847
At 31 December 2014	209,847

The undertakings in which the company's interest at the year-end is more than 20% are as follows:

<i>Subsidiary undertakings</i>	<i>Country of incorporation</i>	<i>Proportion of voting rights and ordinary</i>	<i>Principal Activity</i>
ZeniMax Benelux B.V	The Netherlands	100%	Games distributor
ZeniMax France SAS	France	100%	Games distributor
ZeniMax Germany GmbH	Germany	100%	Games distributor
ZeniMax Australia Pty Ltd	Australia	100%	Games distributor
Bethesda Softworks Europe Ltd	Great Britain	100%	Dormant company
ZeniMax Online Ireland Ltd	Ireland	100%	Support Services

Notes to the Financial Statements (continued)

Accounting policies

10. Stock

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Finished goods and goods for resale	2,758,993	1,777,601	1,102,133	428,385
Work in progress	124,482	660,930	124,482	660,930
	2,883,475	2,438,531	1,226,615	1,089,315

11. Debtors

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Trade debtors	80,196,385	8,835,843	49,549,719	3,254,173
Prepayments	385,304	603,487	176,590	85,004
Corporation tax and tax asset	1,063,949	3,118,551	368,889	3,471,521
Amount owed by group undertakings	-	-	43,508,304	15,736,164
Other debtors	280,971	92,774	42,254	-
	81,926,609	12,650,655	93,645,756	22,546,862

12. Creditors

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Trade creditors	5,601,636	1,523,376	1,711,080	476,792
Amount owed to group undertakings	16,443,076	10,422,173	16,460,821	10,253,903
Other taxation and social security	23,994,133	518,831	20,682,392	1,862,001
Accruals and deferred income	27,699,711	12,555,275	17,697,108	5,200,041
Reserve for future price concessions	12,569,803	8,664,107	3,548,466	3,118,342
	86,308,359	33,683,762	60,099,867	20,911,079

Notes to the Financial Statements (continued)

Accounting policies

13. Called up Share Capital

	Ordinary Shares 2015 £
On issue at 1 January	100
Issued for cash	0
On issue at 31 December – fully paid	100
	2015 2014 £ £
Allotted, Called Up and Fully Paid:	
100 Ordinary shares of £1 each	100 100
	<u>100 100</u>

All shares were subscribed at par and there is no share premium reserve.

14. Financial Instruments

The group and company have the following financial investments.

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Financial investments that are debt instruments measured at amortised cost				
Amounts owed by group undertakings	-	-	43,508,304	15,736,164
Other receivables	81,926,608	12,650,655	50,137,452	6,810,698
Cash and cash equivalents	57,931,514	20,072,370	26,941,208	9,082,236
	<u>139,858,122</u>	<u>32,723,025</u>	<u>120,586,964</u>	<u>31,629,098</u>
	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Financial liabilities measured at amortised cost				
Amounts owed to group undertakings	16,443,076	10,422,173	16,460,821	10,253,903
Other creditors	69,865,283	23,261,589	43,639,045	10,657,176
	<u>86,308,359</u>	<u>33,683,762</u>	<u>60,099,866</u>	<u>20,911,079</u>

Notes to the Financial Statements (continued)

Accounting policies

15. Operating leases

Non-cancellable operating lease rentals are payable as follows:

	Group 2015	Group 2014	Company 2015	Company 2014
	£	£	£	£
Operating leases which expire:				
In less than one year				
Land and building	2,484,434	3,259,040	961,560	1,442,340
Other	123,062	131,995	26,369	40,176
Between one and five years				
Land and building	-	-	-	-
Other	-	-	-	-
More than five years				
Land and building	-	-	-	-

During the year £1,624,312 was recognised as an expense in the profit and loss account in respect of operating leases (2014: £1,084,089).

16. Employee benefits in relation to share-based payments

The share-based remuneration expense (note 4) comprises:

	2015	2014
	£	£
Equity-settled schemes	988,549	977,276

The group did not enter into any share-based payment transactions with parties other than employees in the current or preceding year. The scheme is denominated in US Dollars and translated at 1.4826 (2014: 1.5534).

The parent company operates an equity-settled share option scheme for employees of the group so they may participate in the stock of the parent company, ZeniMax Media Inc. The exercise price of each option equals the fair market value of ZeniMax Media Inc.'s stock on the date of the grant, as estimated by the board of directors of ZeniMax Media Inc., and unexercised options expire after a period of 10 years from the date of the grant. Employee options generally vest over a 4 or 5 year period or cliff vest at the end of such periods.

Notes to the Financial Statements (continued)

Accounting policies

Details of the share based payments and weighted average exercise price (WAEP) outstanding are as follows:

	2015 No.	2015 WAEP £	2014 No.	2014 WAEP £
Outstanding at beginning of the year	232,500	42.94	232,500	40.45
Granted during the year	-	-	-	-
Cancelled during the year	-	-	-	-
Outstanding at 31 December	232,500	45.00	232,500	42.94

Of the total number of options outstanding at the end of the year, 70,500 (2014: 40,500) had vested and were exercisable at the year end.

The company utilises a standard option pricing model, the Black-Scholes model, to measure the fair value of the stock options issued. The inputs into the Black-Scholes option pricing model are as follows:

	2015 £	2014 £
Weighted average exercise price at grant date	45.00	40.45
Expected volatility	43.95%	43.95%
Weighted average expected life (year)	7.025	7.025
Risk-free rate	2.25%	2.25%

Since ZeniMax Media Inc. is a private company, expected volatility was determined using the "calculated method" to reasonably estimate its expected volatility, which is based on the historic volatility of an appropriate industry sector index over the period which is approximately equal to the expected life of the options being valued.

17. Related Party Transactions

The company is exempt from disclosing related party transactions as they are with other companies that are wholly owned within the group.

18. Controlling party

The immediate and ultimate parent undertaking is ZeniMax Media Inc., a company incorporated in the United States of America.

19. Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. These estimates and assumptions that have a

Notes to the Financial Statements (continued)

Accounting policies

significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Accounting assumptions/estimates

For the purpose of the figures disclosed herein, we have made estimates relating to the reserves required for future price concessions. These estimates are based upon the inventory of each title still in the channel during the period following the balance sheet date, the post balance sheet date rate of sell through of those titles in each of our markets and other factors.

With respect to the deferred income for our MMOG TESO: Tamriel Unlimited, we have made estimates as to the average time, that each player of the game continues to play beyond the initial purchase of the game, based on data collected via the game systems.

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 9 for the carrying amount of the property, plant and equipment and note 1.6 for the useful economic lives for each class of assets.

20. Explanation of transition to FRS 102 from old UK GAAP

As stated in note 1, these are the group's and company's first financial statements prepared in accordance with FRS 102.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 December 2015 and the comparative information presented in these financial statements for the year ended 31 December 2014.

Group

In preparing its FRS 102 Financial Statements, the group did not make any adjustments to the financial statements for the year ended 31 December 2014, and the balance sheet at 1 January 2014 as there was no accounting treatment difference noted in transition from old UK GAAP to FRS102.

Company

In preparing its FRS 102 Financial Statements, the company did not make any adjustments to the financial statements for the year ended 31 December 2014, and the balance sheet at 1 January 2014 as there was no accounting treatment difference noted in transition from old UK GAAP to FRS102.