Ink Factory (FWMF) Limited

Annual Report and Financial Statements

For the year ended 31 December 2020

Company Registration No. 10865443

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Officers and Professional advisers

Directors

Simon Cornwell

Ian Spence

Company Secretary

Patrice O' Regan

Registered office

49 Neal Street

London WC2H 9PZ

Principal Banker

Coutts & Co. Limited

440 Strand London WC2R 0QS

Auditor

Saffery Champness LLP

Statutory Auditor

71 Queen Victoria Street

London EC4V 4BE

Directors' report

The Directors' present their annual report and the audited financial statements for the year ended 31 December 2020.

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption in accordance with s415A of the Companies Act 2006, accordingly no strategic report is presented.

Incorporation

The Company was incorporated as a private company, limited by shares in London, United Kingdom on 13 July 2017. The address of the Company's registered office is 49 Neal Street, London, WC2H 9PZ, England and Wales.

Principal activities

The principal activity of the Company is investment in the production and distribution of a film. The Company is a wholly owned subsidiary of The Ink Factory Limited, a private company incorporated in the United Kingdom.

Results and dividends

The Company recognised no revenue for the year ended 31 December 2020 (2019: \$275,000). Net loss before taxation for the year ending 31 December 2020 was \$7,000 (2019: \$7,000 loss).

Fighting with my Family was theatrically released in the United States and in the United Kingdom in February 2019.

The Directors proposed no dividend for the year (2019: \$nil).

Directors

The Directors who held office throughout the year and to the date of the report except as noted were as follows:

SAV Cornwell IM Spence

Company Secretary

The Company Secretary who held office throughout the year and to the date of the report except as noted is as follows:

PM O' Regan

Going concern

The accounts have been prepared on a going concern basis, see note 1.

Directors' report (continued)

Coronavirus

As Fighting with my Family was delivered to the market in 2018, the Company does not anticipate suffering any significant disruptive effects from the COVID-19 pandemic.

Brexit

The Directors have considered the nature and extent of risks and uncertainties arising from Brexit. There is no deemed impact of Brexit on the future performance and position of the Company.

Disclosure of information to auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- So far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

Pursuant to section 485 of the Companies Act 2006, Saffery Champness LLP were appointed as auditors to the company.

Saffery Champness LLP have expressed their willingness to continue in office as auditor.

Approved and signed on behalf of the Board of Directors.

Simbn Corøwell

27 May 2021

Directors' responsibilities statement

The Directors are responsible for preparing the Annual 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), including FRS 101 "Reduced Disclosure Framework". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- · make 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 lnk Factory (FWMF) Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Ink Factory (FWMF) Limited for the year ended 31 December 2020 which comprise statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101, 'Reduced Disclosure Framework'.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS 101; 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. 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent auditor's report to the members of Ink Factory (FWMF) Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has 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 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 4, 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.

Independent auditor's report to the members of Ink Factory (FWMF) Limited (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Identifying and assessing risks related to irregularities:

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

Laws and regulations of direct significance in the context of the company include The Companies Act 2006, and UK Tax legislation.

Audit response to risks identified:

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

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

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

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

Independent auditor's report to the members of Ink Factory (FWMF) Limited (continued)

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.

Darren Drake (Senior Statutory Auditor) for and on behalf of Saffery Champness LLP

Chartered Accountants Statutory Auditors 71 Queen Victoria Street London EC4V 4BE

27 May 2021

Statement of Comprehensive Income For the year ended 31 December 2020

	Note	Year ended 31 December 2020 \$'000	31 December 2019
Revenue	2		. 275
Cost of sales		(10	
Gross (loss)/ profit		(10)	-
Other income/ (expenses)		<u> </u>	(7)
Operating loss and loss before taxation	3	(7)	(7)
Taxation	4		
Loss after taxation		(7)	(7)
Total comprehensive expense for the year		(7)	(7)

All results in the current financial year derive from continuing operations.

Balance Sheet As at 31 December 2020

		As at 31 December 2020	As at 31 December 2019
	Note	\$'000	\$'000
ASSETS	•		
Current assets Cash at bank and in hand		.	217
Total assets			217
EQUITY AND LIABILITIES			
Current liabilities Trade and other payables	5	-	210
Total liabilities		-	210
Equity			
Share capital	6	-	-
Accumulated profits	. 7	-	7
Total equity			7
Total equity and liabilities		-	217

The accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements for Ink Factory (FWMF) Limited, registered number 10865443 were approved by the Board of Directors and authorised for issue on 27 May 2021 and signed on its behalf by:

Ian Spence Director

Statement of Changes in Equity For the year ended 31 December 2020

	Share capital	Accumulated profits	Total	
	\$'000	\$'000	\$'000	
Balance at 01 January 2019	-	14	14	
Loss for the year		(7)	(7)	
Total comprehensive expense for the year	-	(7)	(7)	
Balance at 31 December 2019	-	7	7	
Loss for the year		(7)	(7)	
Total comprehensive expense for the year		(7)	(7)	
Balance at 31 December 2020		•	•	

Notes to the financial statements For the year ended 31 December 2020

1. Accounting policies

The Company is incorporated in the United Kingdom under the Companies Act 2006. The address of registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 2.

1.1 Statement of compliance

These financial statements have been prepared on a going concern basis in accordance with Financial Reporting Standards 100 issued by the Financial Reporting Council, and applicable legal and regulatory requirements of the Companies Act 2006.

1.2 Basis of accounting

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payment, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures have been given in the consolidated accounts of The Ink Factory Limited, which are publicly available and can be obtained as noted in note 8.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the assets. The principal accounting policies adopted are set out below.

1.3 Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future, based on the cash position. The project has fully delivered, all external borrowings have been repaid and there are no further production costs anticipated. As sales to MGM exceeded production costs, all equity financiers have fully recouped their investment.

The Directors therefore consider it appropriate to continue to prepare the financial statements on a going concern basis. For the same reasons detailed above, the Company does not anticipate suffering any significant disruptive effects from the COVID-19 pandemic. The financial statements do not include any adjustments that may be necessary in the event that adequate funding was not made available.

1.4 Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and provide returns for shareholders and provide benefits for other stakeholders of its controlling entity, The Ink Factory Limited (see note 8). The objectives are subject to maintaining sufficient financial flexibility. Management of the Company's capital is performed by its Directors.

Notes to the financial statements (continued) For the year ended 31 December 2020

1. Accounting policies (continued)

1.5 Foreign currencies

The currency of the primary economic environment in which the Company operates ('the functional currency') is the US Dollar (\$).

Transactions in foreign currency are recorded at the rates prevailing at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date, or at rates specified in forward contracts where these are in place. These translation differences are recognised in profit and loss.

1.6 Revenue recognition

The Company derives its revenues from the production of feature films. The following summarises the Company's main revenue recognition policies.

- Revenue is recognised where there is reasonable contractual certainty that the revenue is receivable and will be received.
- Revenue from the sale of own or co-produced film productions is recognised when the production
 is available for delivery and there is reasonable contractual certainty that the revenue is receivable
 and will be received.

1.7 Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the accounting date.

Notes to the financial statements (continued) For the year ended 31 December 2020

- 1. Accounting policies (continued)
- 1.7 Current and deferred tax (continued)

(b) Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is charged or credited in the consolidated statement of comprehensive income except when it relates to items credited or charged directly in equity, in which case the deferred tax is also dealt with in equity.

Deferred tax is calculated at the tax rates and laws that are expected to apply to the period when the asset is realised, or the liability is settled based upon tax rates that have been enacted or substantively enacted by the accounting date.

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

1.8 Financial Instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired.

(a) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment. Appropriate provisions for estimated irrecoverable amounts are recognised in the consolidated statement of comprehensive income when there is objective evidence that the assets are impaired. Interest income is recognised by applying the effective interest rate, except for short-term trade and other receivables when the recognition of interest would be immaterial.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due. For trade and other receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within property expenses in the consolidated statement of comprehensive income. On confirmation that the trade and other receivables will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Notes to the financial statements (continued) For the year ended 31 December 2020

- 1. Accounting policies (continued)
- 1.8 Financial Instruments (continued)
- (b) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at agents, demand deposits, and other short-term highly liquid investments that have maturities of three months or less from inception, are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(c) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(d) Trade and other payables

Trade payables are initially measured at their fair value and are subsequently measured at their amortised cost using the effective interest method; this method allocates interest expense over the relevant period by applying the 'effective interest rate' to the carrying amount of the liability.

(e) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

1.9 Critical accounting judgements and key sources of estimation uncertainty

In the process of applying accounting policies, management has made the following estimate and judgement that have the most significant effect on the amounts recognised in the financial statements.

Estimate:

- the setting and implementing of the policy on revenue recognition (see note 1.6).

Judgement:

no significant judgements recognised

2. Revenue

	Year ended 31 December 2020	Year ended 31 December 2019
	\$'000	\$'000
Production related		275

Notes to the financial statements (continued) For the year ended 31 December 2020

3. Operating loss for the year

Loss for the year has been arrived at after crediting:

	Year ended 31 December 2020	Year ended 31 December 2019
·	\$'000	\$'000
Foreign exchange gain on transactions	(4)	

The Company had no employees during the current or prior year.

Directors remuneration for their services were borne by another group company which is disclosed in the consolidated accounts.

Audit fees for the statutory audit were borne by another group company and amounted to \$4,000 (2019: \$4,000).

4. Taxation

	Year ended 31 December 2020	Year ended 31 December 2019
	\$'000	\$'000
Current tax charge	-	_
Deferred tax charge	· -	-
Total tax charge on loss on ordinary activities	-	-

The current tax charge for the year can be reconciled to the loss in the income statement as follows:

	Year ended 31 December 2020	Year ended 31 December 2019
	\$'000	\$'000
Loss before tax on continuing operations	(7)	(7)_
Tax charge at the income tax rate of 19% (2019: 19%) Deferred tax not recognised - losses Utilisation of tax losses in subsidiary undertakings not previously recognised	(1)	1 (1)
Total tax charge for the year		

Notes to the financial statements (continued) For the year ended 31 December 2020

5. Trade and other payables

	As at 31 December 2020	As at 31 December 2019
	\$'000	\$'000
Accruals	-	210
	- 	210
6. Share capital		
	As at 31 December 2020	As at 31 December 2019
	\$'000	\$'000
Issued, authorised and fully paid:		<u>-</u>

The Company's share capital is \$1 (£1) as at 31 December 2020 (2019: \$1 (£1)).

7. Accumulated profits

Ordinary shares 1 at £1 per share

		\$'000
Balance at 01 January 2019		14
Loss for the year		(7)
Balance at 31 December 2019		7
Loss for the year	. •	(7)
Balance at 31 December 2020		-

8. Parent undertaking and controlling party

The immediate parent company and controlling entity is The Ink Factory Limited, a company incorporated in England and Wales, United Kingdom.

The ultimate parent company and controlling entity, and the parent of the smallest and largest group that prepares consolidated financial statements and includes the company, is The Ink Factory Limited, a company incorporated at 49 Neal Street, London, United Kingdom. Copies of the group financial statements are available from The Ink Factory Limited at the registered office of the Company.

Notes to the financial statements (continued) For the year ended 31 December 2020

9. Events after the reporting period

Since the reporting period, the COVID-19 pandemic is still ongoing. This is a non-adjusting post balance sheet event that has no impact on the Company as production has been completed and the film has been delivered to customers.