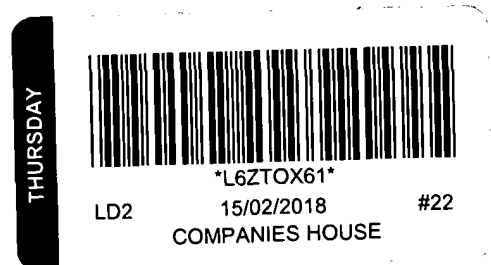


Company Registration No. 09722151 (England and Wales)

**Stannum 50 Labs (UK) Limited**

**Annual report and financial statements  
for the period ended 11 November 2017**



**Stannum 50 Labs (UK) Limited**

**Company information**

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<b>Directors</b>	Ilene Aultman Russell Haywood Rhonda Hjort
<b>Company number</b>	09722151
<b>Registered office</b>	3 Queen Caroline Street Hammersmith London W6 9PE
<b>Independent auditors</b>	Saffery Champness LLP 71 Queen Victoria Street London EC4V 4BE

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**Stannum 50 Labs (UK) Limited**

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**Stannum 50 Labs (UK) Limited**

**Strategic report  
For the period ended 11 November 2017**

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The directors present the strategic report for the period ended 11 November 2017.

**Fair review of the business**


During the period the company was involved in the production of a film. The company incurred a loss before tax of £33,562,964 (February 2017: £8,029,186) and at the period-end had net assets of £29,790 (February 2017: £7,456).

The directors have reviewed the risks and resultant uncertainties facing the business as being the ability to secure future contracts. However the ultimate parent company has provided sufficient assurance that it will support the company and provide the necessary finances for its future operations.

The directors consider the company's key financial performance indicator to be whether the film is completed in line with the production budget. At the period-end, the estimated final cost was forecast in excess of the budget, however the film continued to be funded by its financiers.

The directors consider the company's key non-financial performance indicator to be whether the film is certified as British. This is likely to be achieved as the film has been awarded an Interim British Film Certificate, and the directors expect the film to be awarded a Final British Film Certificate when it is complete.

On behalf of the board

  
.....  
Russell Haywood  
Director  
..... 7.2.2018

**Stannum 50 Labs (UK) Limited**

**Directors' report**

**For the period ended 11 November 2017**

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The directors present their annual report and financial statements for the period ended 11 November 2017.

**Principal activities**

The principal activity of the company continued to be that of motion picture production.

**Directors**

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Ilene Aultman  
Russell Haywood  
Rhonda Hjort

**Results and dividends**

The results for the period are set out on page 7.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

**Future developments**

The directors expect to continue the principal activity for the foreseeable future given the continued financial support received by its financiers, LFL Production, LLC, a wholly owned subsidiary of the ultimate parent company, The Walt Disney Company.

**Auditors**

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

**Stannum 50 Labs (UK) Limited**

**Directors' report (continued)**

**For the period ended 11 November 2017**

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**Statement of directors' responsibilities**

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). 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:

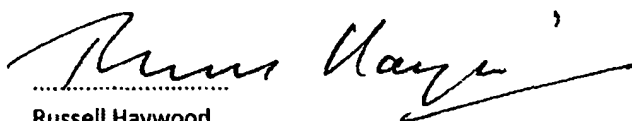
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

**Statement of disclosure to auditors**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



Russell Haywood

Director

Date: 7.2.2018

**Stannum 50 Labs (UK) Limited**

**Independent auditors' report**

**To the members of Stannum 50 Labs (UK) Limited**

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**Opinion**

We have audited the financial statements of Stannum 50 Labs (UK) Limited (the 'company') for the period ended 11 November 2017 set out on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 11 November 2017 and of its profit 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.

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

**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 Auditors' 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**

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.

**Stannum 50 Labs (UK) Limited**

**Independent auditors' report (continued)**

**To the members of Stannum 50 Labs (UK) Limited**

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**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.

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 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 our audit:

- the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the 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 and the Directors' Report.

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.

**Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, 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.



**Stannum 50 Labs (UK) Limited**

**Independent auditors' report (continued)**  
**To the members of Stannum 50 Labs (UK) Limited**

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**Auditors' 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: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

**Senior statutory auditor exemption**



**John Graydon (Senior Statutory Auditor)**  
**for and on behalf of Saffery Champness LLP**

13/02/2017

**Chartered Accountants**  
**Statutory Auditors**

71 Queen Victoria Street  
London  
EC4V 4BE

**Stannum 50 Labs (UK) Limited**

**Statement of comprehensive income  
For the period ended 11 November 2017**

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		<b>Period ended 11 November 2017 £</b>	<b>Period ended 10 February 2017 £</b>
	<b>Notes</b>		
<b>Turnover</b>	<b>3</b>	126,068,620	35,490,725
<b>Cost of sales</b>		(159,801,072)	(42,997,957)
<b>Gross loss</b>		(33,732,452)	(7,507,232)
<b>Administrative expenses</b>		(32,492)	(521,954)
<b>Other operating income</b>		201,980	-
<b>Loss before taxation</b>		(33,562,964)	(8,029,186)
<b>Taxation</b>	<b>7</b>	33,585,298	8,036,641
<b>Profit for the financial period</b>		22,334	7,455

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The income statement has been prepared on the basis that all operations are continuing operations.

Stannum 50 Labs (UK) Limited

Statement of financial position  
As at 11 November 2017

		11 November 2017		10 February 2017	
	Notes	£	£	£	£
<b>Current assets</b>					
Debtors	8	59,351,110	22,258,248		
Cash at bank and in hand		3,882,035	5,031,603		
		<u>63,233,145</u>	<u>27,289,851</u>		
<b>Creditors: amounts falling due within one year</b>	9	<u>(63,203,355)</u>	<u>(27,282,395)</u>		
<b>Net current assets</b>		<u>29,790</u>	<u>7,456</u>		
<b>Capital and reserves</b>					
Called up share capital	10	1	1		
Profit and loss reserves		29,789	7,455		
<b>Total equity</b>		<u>29,790</u>	<u>7,456</u>		

The financial statements were approved by the board of directors and authorised for issue on 7.2.2018 and are signed on its behalf by:

  
.....  
Russell Haywood  
Director

Company Registration No. 09722151

**Stannum 50 Labs (UK) Limited**

**Statement of changes in equity**

**For the period ended 11 November 2017**

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		<b>Share capital</b>	<b>Profit and loss reserves</b>	<b>Total</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Period ended 10 February 2017:</b>				
Profit and total comprehensive income for the period		-	7,455	7,455
Issue of share capital	<b>10</b>	<u>1</u>	<u>-</u>	<u>1</u>
<b>Balance at 10 February 2017</b>		<u>1</u>	<u>7,455</u>	<u>7,456</u>
<b>Period ended 11 November 2017:</b>				
Profit and total comprehensive income for the period		-	22,334	22,334
<b>Balance at 11 November 2017</b>		<u>1</u>	<u>29,789</u>	<u>29,790</u>

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## **Stannum 50 Labs (UK) Limited**

### **Notes to the financial statements**

**For the period ended 11 November 2017**

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#### **1 Accounting policies**

##### **Company information**

Stannum 50 Labs (UK) Limited is a private company limited by shares incorporated in England and Wales. The registered office is 3 Queen Caroline Street, Hammersmith, London, W6 9PE.

##### **1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are presented for the period 11 February 2017 to 11 November 2017, a period of 9 months and 1 day. The period was shortened to correspond with the production of the film.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' - Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' - Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' - Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' - Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of The Walt Disney Company. These consolidated financial statements are available from its registered office, 500 Buena Vista Street, Burbank, California, 91521, USA.

##### **1.2 Going concern**

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

**1 Accounting policies (continued)**

**1.3 Turnover**

In respect of long-term contracts and contracts for on-going services, turnover represents the value of work done in the period, including estimates of amounts not invoiced. Value of work done in respect of long-term contracts for on-going services is determined by reference to the stage of completion.

The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

**1.4 Cash and cash equivalents**

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**1.5 Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

***Basic financial assets***

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

**1 Accounting policies (continued)**

***Basic financial liabilities***

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as 'creditors: amounts falling due within one year' if payment is due within one year or less. If not, they are presented as 'creditors: amounts falling due after more than one year'. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

**1.6 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

**1.7 Taxation**

The tax expense represents the sum of the tax currently receivable and deferred tax.

***Current tax***

The tax currently recoverable is based on relievable losses arising in the period as the result of film tax relief legislation. Relievable losses differ from net losses as reported in the income statement because they include an additional deduction relating to qualifying film development expenditure and exclude items of income or expense that are taxable or deductible in other periods, as well as items that are never taxable or deductible. The company's tax position is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

**1 Accounting policies (continued)**

***Deferred tax***

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

**1.8 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

**1.9 Foreign exchange**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions where practicable, else at the average rate over the period in which the transactions were incurred. At each reporting end date, monetary assets and liabilities that are *denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date.*



Stannum 50 Labs (UK) Limited

Notes to the financial statements (continued)

For the period ended 11 November 2017

**2 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these 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.

**3 Turnover and other revenue**

An analysis of the company's turnover is as follows:

	11 November 2017	10 February 2017
	£	£
<b>Turnover analysed by class of business</b>		
Sales	126,068,620	35,490,725
	<u>126,068,620</u>	<u>35,490,725</u>
	11 November 2017	10 February 2017
	£	£
<b>Turnover analysed by geographical market</b>		
United States of America	126,068,620	35,490,725
	<u>126,068,620</u>	<u>35,490,725</u>

**4 Operating loss**

	11 November 2017	10 February 2017
	£	£
Operating loss for the period is stated after charging:		
Exchange losses	-	501,954
Directors remuneration	-	-
	<u>-</u>	<u>501,954</u>

Notes to the financial statements (continued)  
For the period ended 11 November 2017

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**5 Employees**

The average monthly number of persons (including directors) employed by the company during the period was:

	<b>11 November 2017 Number</b>	<b>10 February 2017 Number</b>
Production	524	84

Their aggregate remuneration comprised:

	<b>11 November 2017 £</b>	<b>10 February 2017 £</b>
Wages and salaries	16,989,033	5,767,428
Social security costs	1,956,838	523,515
	<u>18,945,871</u>	<u>6,290,943</u>

**6 Auditors' remuneration**

	<b>11 November 2017 £</b>	<b>10 February 2017 £</b>
Fees payable to the company's auditors and associates:		
<b>For audit services</b>		
Audit of the company's financial statements	26,492	14,000
<b>For other services</b>		
All other non-audit services	6,000	6,000

Stannum 50 Labs (UK) Limited

Notes to the financial statements (continued)

For the period ended 11 November 2017

7 Taxation

	11 November 2017 £	10 February 2017 £
<b>Current tax</b>		
UK corporation tax on profits for the current period	(33,585,298)	(8,036,641)

The actual credit for the period can be reconciled to the expected credit for the period based on the profit or loss and the standard rate of tax as follows:

	11 November 2017 £	10 February 2017 £
Loss before taxation	(33,562,964)	(8,029,186)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.18% (2017: 20.00%)	(6,437,376)	(1,605,837)
Enhanced losses arising from the film tax credit	(24,970,893)	(6,258,825)
Difference between the rate of corporation tax and the rate of relief under the film tax credit	(7,818,657)	(1,607,328)
Unutilised tax losses carried forward	5,641,628	1,435,349
Taxation for the period	(33,585,298)	(8,036,641)

8 Debtors

	11 November 2017 £	10 February 2017 £
<b>Amounts falling due within one year:</b>		
Trade debtors	50,122	-
Corporation tax recoverable	33,585,298	8,036,641
Amounts due from group undertakings	13,895,582	424,273
Other debtors	6,871,712	3,689,193
Prepayments and accrued income	4,948,396	10,108,141
	59,351,110	22,258,248

**Stannum 50 Labs (UK) Limited**

**Notes to the financial statements (continued)  
For the period ended 11 November 2017**

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**9 Creditors: amounts falling due within one year**

	<b>11 November 2017</b>	<b>10 February 2017</b>
	<b>£</b>	<b>£</b>
Trade creditors	-	48,869
Amounts due to group undertakings	60,874,215	21,694,277
Other taxation and social security	842,453	226,920
Other creditors	-	1,659,257
Accruals and deferred income	1,486,687	3,653,072
	<u>63,203,355</u>	<u>27,282,395</u>

**10 Share capital**

	<b>11 November 2017</b>	<b>10 February 2017</b>
	<b>£</b>	<b>£</b>
Ordinary share capital		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

**11 Related party transactions**

The company has taken advantage of the exemption under paragraph 33.1a of FRS 102 from disclosing transactions entered into between two or more members of a group, where any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.

**12 Controlling party**

The immediate parent undertaking is LFL Productions Limited, a company registered in England and Wales.

The smallest and largest group in which the results of the company are consolidated is that headed by its ultimate parent undertaking, The Walt Disney Company, a company incorporated in the United States of America. Copies of group accounts of The Walt Disney Company can be obtained from 500 Buena Vista Street, Burbank, California, 91521, USA.

The directors are unable to identify the ultimate controlling party of The Walt Disney Company, if any.