

Video Performance Limited (VPL)

2018 Transparency Report

This transparency report relates to VPL's financial year ended 31 December 2018 and has been published in accordance with Regulation 21 of the Collective Management of Copyright (EU Directive) Regulations 2016 (the "Regulations").

PricewaterhouseCoopers LLP have performed work in accordance with the International Standard on Related Services (ISRS) 4400 'Engagements to perform agreed upon procedures regarding financial information' and 'The Agreed Upon Procedures for the Audit of an Annual Transparency Report' as published by the Intellectual Property Office. Those procedures assist the directors of VPL (the "company") in fulfilling the obligation to report under section 21(2)(b) of the Regulations. PricewaterhouseCoopers LLP's private factual findings report is included as an appendix to this report.

This transparency report also includes certain financial information which is contained in VPL's separately published financial statements for the year ended 31 December 2018 and such information has therefore been subject to audit by PricewaterhouseCoopers LLP, and their audit report is included with VPL's 2018 financial statements.

Activities during the year

The principal activity of VPL during 2018 was the collection and distribution of licence fees for the broadcasting and public performance of music videos on behalf of its membership. VPL did not undertake any activities unrelated to collective rights management.

Financial Results

During 2018, VPL collected licence fee income of £7.6m (2017: £8.9m) and had net distributable revenue of £6.8m (2017: £7.9m).

Distributions

VPL continues to maintain a high pay-through rate in its distributions and achieved a 91.4% pay-through of 2017 collections by 30 September 2018 (97.1% excluding a single multi-territory licence). Over 700 right holders received at least one payment from VPL in 2018 (2017: 750).

Business Review

A highlight in 2018 was the launch of PPL PRS Ltd in February. This joint venture company provides a single point of contact representing the rights of Phonographic Performance Limited (PPL), VPL and PRS for Music Limited (PRS) in public performance licensing.

VPL members continue to be impacted by the changes within the music business, particularly with increasing access to music videos via online services meaning their 'use' in the broadcasting and public performance markets has been in decline.

Information on refusal to grant a licence

Regulation 21(4)(c) requires the Annual Transparency Report to include information on any refusals to grant a licence in accordance with paragraph (5)(b)(ii) of Regulation 15. During 2018, VPL offered a licence to all applicants who requested a licence within VPL's mandated scope of activity and who provided the information necessary in order to calculate the fees due.

Legal and Governance structure of VPL

VPL is a private company limited by guarantee, registered in England and Wales with company number 01818862.

VPL meets the definition of a collective management organisation (CMO) under the Regulations. Within the meaning of the Regulations, VPL has responsibilities under the Regulations to members (i.e. record companies and other owners/UK exclusive licensees of music video copyrights who meet the membership criteria under VPL's articles of association).

VPL manages rights on behalf of non-member right holders, (and has responsibilities under the Regulations in respect of the non-member right holders) only in respect of one multi territorial deal for a single broadcaster.

VPL has a Board of Directors that oversees all aspects of the company's business, including its costs, revenues, licensing and operating policies. There are up to 7 directors on the VPL Board and the non-executive directors of the VPL Board also carry out the supervisory function required under Regulation 8. As explained further below, certain of the VPL Board's powers and responsibilities are delegated to board committees.

VPL meets the requirements under the Regulations regarding general assemblies. The VPL AGM is typically held in September each year, at which directors are elected and VPL's members vote on VPL matters including (as applicable) the general assembly matters designated in Regulation 8.

Members of the Board of Directors during 2018

J French
G Kempin
P Leathem
J Radice
A Sear
M Smith
S Wheeler

Board Remuneration

VPL paid no directors' remuneration during 2018. However £18,148 was recharged to VPL by PPL, in respect of the employment of VPL's executive director.

Board Committees

The VPL Board is supported by three committees, the members of which represent a cross-section of major record companies and independent record companies. Committee remits, and all committee members, are determined by the VPL Board. This ensures that the directors (who have fiduciary duties to VPL and its members as a whole) can exercise appropriate governance. The three committees are:

- The Finance Committee is primarily tasked with reviewing and setting VPL's revenue and costs budget each year, prior to ratification by the VPL Board.
- The Distribution Committee's primary function is to review and approve proposed distributions of revenue to VPL members (and the rules and processes underpinning them).
- The Audit Committee is a forum for VPL's auditors to talk directly to VPL's management and external stakeholders about their audit work with VPL.

Entities owned or controlled by VPL in whole or in part

VPL does not own or control any other entities.

Financial Information

The 2018 audited financial statements of VPL (comprising of the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the Cash Flow Statement) are shown on the following pages.

Statement of Comprehensive Income For the Year Ended 31 December 2018

| | 2018 £000 |
|--|----------------------------|
| LICENCE FEE INCOME | 7,613 |
| Cost of collection and distribution | (842) |
| | <hr/> |
| NET INCOME BEFORE INTEREST AND TAXATION | 6,771 |
| Interest receivable and similar income | 36 |
| | <hr/> |
| NET INCOME BEFORE TAXATION | 6,807 |
| Tax on profit | - |
| | <hr/> |
| AMOUNT AVAILABLE FOR DISTRIBUTION | 6,807 |
| Amount to be distributed to members | (6,807) |
| | <hr/> |
| RETAINED RESERVES | - |
| | <hr/> <hr/> |
| Cost to income ratio | 11.1% |

Statement of Financial Position As at 31 December 2018

| | 2018 £000 |
|---|----------------------------|
| CURRENT ASSETS | |
| Licence fees receivable | 264 |
| Other debtors | 5 |
| Prepayments and accrued income | 1,095 |
| Cash at bank and in hand | 5,205 |
| | <hr/> |
| | 6,569 |
| | <hr/> |
| CREDITORS: amounts falling due within one year | (6,515) |
| | <hr/> |
| NET CURRENT ASSETS | 54 |
| | <hr/> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 54 |
| PROVISIONS FOR LIABILITIES | (54) |
| | <hr/> |
| NET ASSETS | - |
| | <hr/> <hr/> |
| RESERVES | |
| Retained earnings | - |
| | <hr/> <hr/> |

**Statement of Changes in Equity
For the Year Ended 31 December 2018**

| | Retained Earnings £000 |
|---|---------------------------------------|
| Balance as at 1 January 2017 | - |
| Result for the financial year | - |
| Other comprehensive income for the year | - |
| Total comprehensive income for the year | - |
| Balance as at 31 December 2017 | - |
| Result for the financial year | - |
| Other comprehensive income for the year | - |
| Total comprehensive income for the year | - |
| Balance as at 31 December 2018 | - |

**Cash Flow Statement
For the Year Ended 31 December 2018**

| | 2018 £000 |
|---|----------------------|
| NET CASH FLOW FROM OPERATING ACTIVITIES | 5,875 |
| Taxation paid | - |
| Net cash generated from operating activities | 5,875 |
| CASH FLOW FROM INVESTING ACTIVITIES | |
| Interest received | 43 |
| Cash inflow for investment | 4,000 |
| Net cash generated from investing activities | 4,043 |
| CASH FLOW FROM FINANCING ACTIVITIES | |
| Payments to members | (7,669) |
| Net cash used in financing activities | (7,669) |
| NET INCREASE IN CASH AT BANK AND IN HAND | 2,249 |
| Cash and cash equivalents at the beginning of the year | 2,956 |
| Cash and cash equivalents at the end of the year | 5,205 |
| Cash and cash equivalents comprises of: | |
| Cash at bank and in hand | 5,205 |
| Total cash and cash equivalents | 5,205 |

Rights Revenue Collected and Associated Costs

The rights revenue collected during 2018 and the associated costs are shown below. All costs are funded from licence fee income:

| Category of Rights | Revenue Collected £000 | Costs Allocated £000 | Cost Allocation % |
|--------------------|---------------------------|-------------------------|----------------------|
| Public Performance | 1,162 | 219 | 19% |
| Broadcast | 6,318 | 596 | 9% |
| New Media | 36 | 3 | 8% |
| Total | 7,516 | 818 | |

- Public Performance revenue is generated by VPL's licensing of businesses from sectors across the UK to play music videos in public.
- Broadcast revenue is generated from VPL's licensing of TV to include music videos within their programming.
- New Media revenue derives from licensing the inclusion of music videos in broadcasters' audio visual on demand services.

Total revenue collected as shown above differs from licence fee income reported in the Statement of Comprehensive Income due to a difference in the basis of revenue recognition. Licence fee income in the Statement of Comprehensive Income was recognised evenly over the period of the licence term whereas for distribution purposes, certain revenue was recognised on a cash received basis.

All costs incurred during a financial year are deducted from the subsequent distribution of revenue for that year. VPL's licensing and distribution activities are undertaken using PPL's resources and a portion of PPL's costs are recharged to VPL. VPL undertakes a full cost allocation exercise each year to determine the deduction of costs from each revenue stream. This involves looking at each cost directly incurred or included in the recharge, such as the time spent by PPL employees, to determine the rights categories to which the costs relate. Direct costs of licensing and distribution are allocated directly to each category of rights revenue depending on the type of activity. Indirect costs that cannot be allocated directly are pro-rated across each category of rights based on the revenue collected. During the year, £0.04 million in interest income was generated from the investment of rights revenue. Interest income was pro-rated across the categories of rights revenue and offset against the costs attributed to that revenue type for the year.

VPL is entirely self-funded and does not use any external funding to cover costs.

Non-Management Cost Deductions

There were no 'non-management cost' deductions made during 2018.

Allocations and Payments of Rights Revenue

Total allocations of rights revenue processed during 2018 (primarily relating to income collected in 2017 along with an adjustment of UK revenue covering periods between 2014 and 2017), were as follows:

| Allocations by Rights Category | 2018 £000 |
|--------------------------------|--------------|
| Public Performance | 982 |
| Broadcast | 6,947 |
| New Media | 36 |
| Total | 7,965 |

Payments of Rights Revenue

Total payments of rights revenue made during 2018 were as follows:

| Payments | 2018 £000 |
|----------------------------------|--------------|
| UK Revenue ¹ | 7,693 |
| Payment Adjustments ² | 694 |
| Total | 8,387 |

¹ A further breakdown of payments by category of rights revenue is unavailable.

² Payment adjustments are predominately made up of the net total of UK VAT and UK withholding taxes.

The main annual distribution of UK revenue took place in June 2018, while adjustments to payments relating to previous distributions took place at intervals throughout the year as shown below:

| Payment Date | Payment Type |
|-------------------|--|
| 28 February 2018 | Distribution closure payment for 2009-2013 undistributed revenue |
| 29 June 2018 | Main annual payment of UK revenue collected in 2017 |
| 28 September 2018 | Main annual payment of multi territory broadcast revenue 2017 and adjustment of previous years |
| 17 December 2018 | Adjustment of UK and multi territory broadcast revenue |

Distributions made outside the Regulation 12(2) deadline

Regulation 12(2) specifies that distributions of a CMO's rights revenue should be made within 9 months from the end of the financial year in which the rights revenue was collected, unless prevented by objective reasons. Of the net UK revenue collected in 2016, £801 remained undistributed to right holders at 31 December 2018 and outside the timescale set in Regulation 12(2).

VPL was prevented from distributing these monies within the Regulation 12(2) timescale due to objective reasons that are acknowledged under the regulations, including the identification of the correct right holders and matching of information on videos used with right holders.

Held Revenue

Rights revenue that was unallocated to right holders as at 31 December 2018, broken down by rights category and year of collection, is shown below:

| Category of Rights | 2014 £000 | 2015 £000 | 2016 £000 | 2017 £000 | Total £000 |
|---------------------------------------|--------------|--------------|--------------|--------------|---------------|
| Public Performance | 8 | 10 | 14 | 36 | 68 |
| Broadcast | 51 | 408 | 406 | 527 | 1,392 |
| New Media | 2 | 1 | 0 | 1 | 4 |
| Total | 61 | 419 | 420 | 564 | 1,464 |
| <i>% of Net Distributable Revenue</i> | <i>1%</i> | <i>5%</i> | <i>5%</i> | <i>7%</i> | <i>4%</i> |

VPL has continued to focus on reducing amounts that have been collected but not yet allocated to right holders, with the result that, excluding a single multi-territory licence (in respect of which specific factors apply), only a very small percentage remains unallocated. Of the £1.5 million held monies as at 31 December 2018, £1.3 million is related to said multi-territory licence, where management of rights in multiple non-UK territories necessitates a claims process of longer duration.

VPL's success in paying out monies has broadly been achieved via two main approaches. Firstly, investment in systems, processes and policies has enabled the pay-through rate to remain consistently high year on year in respect of collections from the previous year (92.8% in respect of 2017 monies paid out in 2018, which rises to 98.5% if excluding the single multi-territory licence referred to above). Secondly, VPL has focused on reducing unallocated amounts from older collection periods. This stream of work has focused on repertoire and member data-quality and the development of distribution data policy.

There was also an additional £0.2 million collected prior to 2014 that remained unallocated at year-end.

Rights revenue that was allocated but unpaid at 31 December 2018, due to member accounts being on hold, for such reasons as VPL was awaiting valid bank details, was £0.1 million.

Non-Distributable Revenue

VPL operates a general policy on non-distributable amounts, as adopted by VPL's AGM. A subset of the broadcasting revenue relating to a single multi-territory licence is subject to a distribution closure process whereby any undistributed revenue after a period of 3 years from the point of first distribution is reallocated to right holders who previously received allocations in respect of that distribution year. The 2013 distribution year was closed in accordance with this distribution closure process and these funds were paid to right holders throughout 2018.



The Directors
Video Performance Limited
1 Upper James Street
London
W1F 9DE

12 April 2019

Dear Sirs

Report of factual findings in connection with 2018 Annual Transparency Report

This report is produced in accordance with the terms of our agreement dated 29 March 2019.

The directors of Video Performance Limited (the “company”) have prepared the 2018 Annual Transparency Report and remain solely responsible for it and for the creation and maintenance of all accounting and other records supporting its contents.

We have performed the following procedures agreed with you and listed below on the 2018 Annual Transparency Report. Our work was performed in accordance with the International Standard on Related Services (ISRS) 4400 ‘Engagements to perform agreed-upon procedures regarding financial information.’ The procedures, which are in line with the Intellectual Property Office ‘Agreed upon procedures for the audit of an annual transparency report’ as contained in the ‘Guidance on the collective management of Copyright (EU Directive) Regulations 2016: supplementary guidance on annual transparency reports and audit’ as issued on October 2017, were performed solely to assist the company’s directors in fulfilling their reporting obligations under section 21(2)(b) of the Collective Management of Copyright (EU Directive) Regulations 2016. We performed the following procedures:

| Required Procedures | Work performed |
|---|---|
| 1. We will perform the procedures set out in paragraphs 2-20 and report to Video Performance Limited (“VPL”) the results of our work. | See below for procedures performed. |
| 2. We will agree the balances in the financial statements required by section 21(4)(a) of the Collective Management of Copyright (EU Directive) Regulations 2016 (the “Regulations”) to Video Performance Limited’s (“VPL”) statutory financial statements for the year ended 31 December 2018. | We performed the procedures as set out with no matters to report. |

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Required Procedures**Work performed**

3. We will obtain a detailed analysis of the amounts deducted for the purposes of social, cultural and educational services disclosed in accordance with section 21(5) of the Regulations and:

- agree the aggregate amounts deducted to VPL's statutory financial statements/underlying financial systems;
- agree the totals in the analysis to the disclosure in VPL's Transparency Report; and
- select a sample of items and:
 - agree the items directly to invoices or other third party documentation;
 - check that the disclosed purpose of the cost was consistent with the narrative information on the invoice or other third party documentation;
 - check that the cost was consistent with VPL's explanation of the use of the amounts;
 - when the cost was attributable to a category of rights managed, check that the category to which it was allocated was consistent; and
 - when the cost was not attributable to a category of rights managed, but was allocated across a number of categories:
 - check that the method of allocation was consistent with VPL's disclosure in accordance with the Regulations; and
 - recalculate the allocation of the cost across the categories.

As disclosed in the Annual Transparency Report, there were no 'non-management cost' deductions made during 2018 and therefore this procedure has not been performed.

4. We will obtain a detailed analysis of the rights revenue, including the income arising from the investment of rights revenue disclosed in accordance with section 21(4)(h)(i) of the Regulations and:

- agree the aggregate income to VPL's statutory financial statements/underlying financial systems;
- agree the totals in the analysis to the disclosure in VPL's Transparency Report; and
- select a sample of items and:
 - agree the items to bank receipts;
 - agree the items to third party documentation; and
 - check that the category of rights managed and type of use to which VPL had allocated the income was consistent with the third party evidence.

We performed the procedures as set out with no matters to report.

| Required Procedures | Work performed |
|--|--|
| <p>5. We will obtain a detailed analysis of the use of the rights revenue, including the income arising from the investment of rights revenue disclosed in accordance with section 21(4)(h)(ii) of the Regulations and:</p> <ul style="list-style-type: none"> • agree the totals in the analysis to the disclosure in VPL’s Transparency Report; and • for the items in the sample selected for (4): <ul style="list-style-type: none"> ○ agree the items to the detailed analysis of the use of the income arising from the investment of rights revenue; ○ agree the items to supporting evidence whether it had been paid to right holders, other CMOs or otherwise used; and ○ agree that it had been correctly included in the analysis of use. | <p>We performed the procedures as set out with no matters to report.</p> |
| <p>6. We will obtain a detailed analysis of all operating and financial costs disclosed in accordance with section 21(4)(i)(i) of the Regulations and:</p> <ul style="list-style-type: none"> • agree the aggregate cost to VPL’s statutory financial statements/underlying financial systems; • agree the totals in the analysis to the disclosure in VPL’s Transparency Report • select a sample of items and: <ul style="list-style-type: none"> ○ agree the items directly to invoices or other third party documentation; ○ check that the narrative information on the invoice or other third party documentation was consistent with their categorisation; and ○ check that the category of rights managed and type of use to which VPL had allocated the income was consistent with the third party evidence; and ○ check that the method of allocation of the indirect costs was consistent with VPL’s disclosure in accordance with the Regulations. | <p>We performed the procedures as set out with no matters to report.</p> |

Required Procedures**Work performed**

7. We will obtain a detailed analysis of the operating and financial costs only with regard to the management of rights, including management fees deducted from or offset against rights revenue or income arising from the investment of rights revenue disclosed in accordance with section 21(4)(i)(ii) of the Regulations and:

- agree the aggregate cost to VPL's statutory financial statements/underlying financial systems;
- agree the totals in the analysis to the disclosure in VPL's Transparency Report;
- select a sample of items and:
 - agree the items directly to invoices or other third party documentation; and
 - check that the narrative information on the invoice or other third party documentation was consistent with their categorisation; and
- check that the method of allocation of the indirect costs was consistent with VPL's disclosure in accordance with the Regulations

As disclosed in the Annual Transparency Report, all costs associated with VPL relate to the management of rights and therefore this procedure has been tested as part of procedure 6 above.

8. We will obtain a detailed analysis of the operating and financial costs with regard to services other than the management of rights but including social, cultural and educational services disclosed in accordance with section 21(4)(i)(iii) of the Regulations and:

- agree the aggregate cost to VPL's statutory financial statements/underlying financial systems;
- agree the totals in the analysis to the disclosure in VPL's Transparency Report; and
- select a sample of items and:
 - agreed the items directly to invoices or other third party documentation; and
 - checked that the narrative on the invoice or other third party documentation was consistent with their categorisation.

As disclosed in the Annual Transparency Report, all costs associated with VPL relate to the management of rights and therefore no work has been performed for this procedure.

9. We will obtain a detailed analysis of the resources used to cover the costs disclosed in accordance with section 21(4)(i)(iv) of the Regulations and:

- agree the aggregate cost to VPL's statutory financial statements/underlying financial systems;
- agree the totals in the analysis to the disclosure in VPL's Transparency Report; and
- select a sample of items and agreed the items to supporting evidence.

In relation to the procedure, no testing has been performed as VPL does not require external funding in order to cover costs. A disclosure to this effect has been included on page 5 of the Annual Transparency Report.

| Required Procedures | Work performed |
|--|--|
| <p>10. We will obtain a detailed analysis of the deductions made from rights revenue disclosed in accordance with section 21(4)(i)(v) of the Regulations and:</p> <ul style="list-style-type: none"> • agree the aggregate deduction to VPL’s statutory financial statements/underlying financial systems; • agree the totals in the analysis to the disclosure in VPL’s Transparency Report; and • select a sample of items and: <ul style="list-style-type: none"> ○ agree the items directly to third party documentation; and ○ check that the third party documentation is consistent with their categorisation. | <p>As disclosed in the Annual Transparency Report, all costs associated with VPL relate to the management of rights and therefore this procedure has been tested as part of procedure 6 above.</p> |
| <p>11. We will recalculate the percentages that the cost of the rights management and other services provided to right holders represents compared to the rights revenue disclosed in accordance with section 21(4)(i)(vi) of the Regulations.</p> | <p>We performed the procedures as set out with no matters to report.</p> |
| <p>12. We will obtain a detailed analysis of the indirect costs included in the analysis of the cost of the rights management and other services provided to right holders for the purposes of section 21(4)(i)(vi) of the Regulations and:</p> <ul style="list-style-type: none"> • select a sample of items and agreed the items directly to third party invoices or other third party documentation; and • check that the method of allocation of the indirect costs was consistent with VPL’s disclosure in accordance with the Regulations. | <p>We performed the procedures as set out with no matters to report.</p> |
| <p>13. We will obtain a detailed analysis of the total amount attributed to right holders, the total amount paid to rights holders, the total amount collected but not attributed to right holders and the total amount attributed to, but not yet paid to, right holders disclosed in accordance with sections 21(4)(j)(i), 21(4)(j)(ii), 21(4)(j)(iv) and 21(4)(j)(v) of the Regulations and:</p> <ul style="list-style-type: none"> • agree the aggregate amounts to VPL’s statutory financial statements/underlying financial systems; • agree the totals in the analysis to the disclosure in VPL’s Transparency Report; and • select a sample of items and traced the items to third party documentation to check that the amount allocated and the category of rights managed and type of use to which it was allocated was consistent with the documentation. | <p>We have performed all procedures listed except for testing for the appropriate split of rights types for ‘Amounts paid to rights holders’ and ‘Amount attributed to, but not yet paid to rights holders’ as the data relating to these items is not disaggregated in this manner in VPL’s systems and the information (i.e. the split by rights type for these items) is not available to be disclosed.</p> |

Required Procedures**Work performed**

14. We will obtain a detailed analysis of the payments made to rights holders and:

- agree the frequency disclosed in VPL's Transparency Report for each category of rights managed and type of use to the analysis;
- select a sample of items and agreed the items to bank payments to check that the payments were made in accordance with the analysis; and
- from a total population of all incoming receipts received by VPL for distribution within the period provided for in paragraph (2) in regulation (12), select a sample of receipts, and,
 - When the distribution process has identified the intended recipients check that bank payments were made to those recipients within the specified timescales. If any distributions had not met the specified timescales, understand the reasons why and checked that they agreed to those disclosed by VPL in accordance with the Regulations; and
 - When the distribution process has not yet identified the intended recipients, understood the reasons why and check that they agreed to those disclosed by VPL in accordance with the Regulations.

We performed the procedures as set out with no matters to report.

15. We will review a sample of 10 transfers from non-distributable income to distributable, understand the basis of the transfer, and ensure it has been transferred in accordance with the specified timescales. For the non-distributable income transferred out, we will select a sample of 10 payments and ensure the explanation of the use to which the amounts were put agrees to source documentation.

We have selected a sample of 10 payments to rights holders to ensure that payments were made in line with the 9 months deadline set out in the Regulations. No matters to report.

16. We will obtain a detailed analysis of the amounts received from and paid to other CMOs disclosed in accordance with section 21(4)(k)(i) of the Regulations and:

- agree the aggregate amounts received from and paid to other CMOs to VPL's statutory financial statements/underlying financial systems;
- agree the totals for each category of rights managed and type of use to the amounts disclosed in VPL's Transparency Report; and
- select a sample of items and agree them to:
 - bank receipts or payments; and
 - supporting documentation evidencing that the receipt or payment was from/due to another CMO.

VPL does not receive amounts from or pay amounts to other CMOs - therefore no information has been disclosed.

Required Procedures**Work performed**

17. We will obtain a detailed analysis of the management fees and other deductions from the rights revenue due to other CMOs and the management fees and other deductions from the amounts paid by other CMOs disclosed in accordance with sections 21(4)(k)(ii) and 21(4)(k)(iii) of the Regulations and:

- agree the aggregate deduction for each category of rights and type of use to the amounts disclosed in VPL's Transparency Report; and
- select a sample of 10 invoices and agree them to invoices or other supporting documentation evidencing that the classification was consistent.

VPL does not receive amounts from or pay amounts to other CMOs - therefore no information has been disclosed.

18. We will obtain a detailed analysis of the amounts distributed directly to right holders from other CMOs disclosed in accordance with section 21(4)(k)(iv) of the Regulations and:

- agree the totals for each category of rights managed to the amounts disclosed in VPL's Transparency Report; and
- select a sample of items and agree them to:
 - bank receipts from VPL and payments to the right holders; and
 - supporting documentation evidencing that the receipt from VPL was due to the right holders.

VPL does not receive amounts from or pay amounts to other CMOs - therefore no information has been disclosed.

19. We will read the other financial and non-financial information presented within and with VPL's Transparency Report and consider whether there is a material inconsistency between the other financial and non-financial information presented and the financial information that we have performed work on in tests 2-18 or our knowledge obtained during the course of our work.

We performed the procedures as set out with no matters to report.

20. For the purposes of tests 2-19, we selected a sample of items in accordance with Appendix 1.

No matters to report.

Our procedures, as stated in our agreement, did not constitute an examination made in accordance with generally accepted auditing standards, the objective of which would be the expression of assurance on the contents of the 2018 Annual Transparency Report. We do not express such assurance. Had we performed additional procedures or had we performed an audit or review of the 2018 Annual Transparency Report in accordance with generally accepted auditing standards, other matters might have come to our attention that we would have reported to you. This report relates only to the 2018 Annual Transparency Report and does not extend to any financial statements of the company taken as a whole.

Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or may have had) as auditors of the company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services, will extend any duty of care we may have in our capacity as auditors of any financial statements of the company.

Our report is prepared solely for the use of Video Performance Limited and solely for the purpose of its compliance with Regulation 21(2)(b) of the Collective Management of Copyright (EU Directive) Regulations 2016. It may not be relied upon by Video Performance Limited for any other purpose whatsoever. Our report was not prepared for the benefit of any party other than Video Performance Limited. PricewaterhouseCoopers LLP neither owes nor accepts any duty to any other party (including any copyright owner, heirs to copyright owners, agents, distributors or licensees) and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by their reliance on our report. No part of this report is to be copied or distributed to any other party except as permitted under the terms of our agreement.

Yours faithfully,

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

PricewaterhouseCoopers LLP
Chartered Accountants
London
12 April 2019

Appendix 1: Thresholds and Sampling

Thresholds

| Basis | Thresholds |
|----------------------------|-------------------|
| Income | 5% |
| Allocated to right holders | 5% |
| Cost of rights management | 5% |
| Due to right holders | 5% |

Sampling

| Area | Total sample size | Max | Min | Part of section 21 covered |
|----------------------------|--------------------------|------------|------------|-----------------------------------|
| Income | 5% of transactions | 10 | 1 | 4h |
| Allocated to right holders | 5% of transactions | 10 | 1 | 4j(i), 4k |
| Cost of rights management | 5% of transactions | 10 | 1 | 4g, 4i, 4k |
| Due to right holders | 5% of transactions | 10 | 1 | 4j(ii to vii), 4k |

Notes:

- a. All items over thresholds are to be tested, limited to the total sample size.
- b. Any remaining items in the sample are to be selected at random.
- c. Random selections should be weighted by “category of rights managed” and sampled from the category analysis included in the CMOs transparency report.