



AGM

10AM TUESDAY
16 SEPTEMBER
2025

**2025 VPL AGM
FULL DOCUMENT PACK**



AGM

10AM TUESDAY
16 SEPTEMBER
2025

Agenda

Location: 1 Upper James Street, W1F 9DF

Registration from: 9.30am

AGM Starts: 10am

- 1. Opening of the AGM, Formal Business and Voting Results**
- 2. Licensing Update**
- 3. Members' Questions and Close of AGM**



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Notice of AGM

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of
VIDEO PERFORMANCE LIMITED (the "Company")
will be held on **Tuesday 16 September 2025 at 10am** at 1 Upper James Street
for the following purposes:

1. To elect Directors.
2. To re-elect as a Director or Chair any person who has been appointed as such by the Directors since the last AGM and who therefore, under the Company's articles of association, will retain office as such only until this meeting unless re-elected.
3. To receive the Company's annual accounts for the financial year ended 31 December 2024 together with the strategic report, directors' report and auditors' report on those accounts.
4. To approve the Company's annual transparency report for the year ended 31 December 2024.
5. Covers the reappointment of PricewaterhouseCoopers as VPL's auditors. As per recent appointments, PricewaterhouseCoopers has requested that VPL enters into a liability limitation agreement (LLA), which it requires from all clients as part of its standard appointment. This item includes a resolution to waive the need for VPL's members to approve the LLA.

BY ORDER OF THE BOARD

COMPANY SECRETARY



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Formal Business – Explanatory Note

The Notice of AGM sets out the items of formal business that will be covered at this year's AGM, including various items on which VPL members are being asked to vote. This explanatory note provides a short summary of each item, for ease of reference.

VPL is again working with Civica Election Services to enable members to vote on these formal business items online, via a secure website, before the AGM. Please note that all voting must be completed in advance and there will not be an opportunity to vote at the AGM on the day. Members will be contacted directly by Civica with more details about online voting nearer the time.

Summary of formal business items:

- **NOTICE ITEM 1** deals with the election of directors. As required by VPL's Articles of Association, a number of current VPL directors are required to step down each year under a process known as "retirement by rotation". Notice item 1 proposes a resolution to elect directors to fill these vacancies. As part of the voting process, the list of election candidates will be provided. That list will consist of those VPL directors who are retiring by rotation and standing for re-election, together with any other election candidates who have validly been nominated in accordance with the rules and procedures set out in VPL's Articles of Association.
- **NOTICE ITEM 2** deals with the ratification of the appointment of any Directors who have been appointed by the VPL Board since the last AGM, as required by VPL's Articles of Association.
- **NOTICE ITEM 3** deals with the presentation of VPL's accounts for the year ended 31 December 2024, together with the strategic report, Directors' report and auditors' report on those accounts. These can all be found in the financial documents forming part of the VPL AGM document pack. A vote is not required on this item.
- **NOTICE ITEM 4** is a proposed resolution to approve VPL's Annual Transparency Report (ATR) for the year ended 31 December 2024, in accordance with the UK regulations implementing the Collective Rights Management (CRM) Directive. Much of the information collated in the ATR is already published separately by VPL (including in VPL's financial statements) but it is a specific regulatory requirement to produce, approve and publish this report, which can be found in the VPL AGM document pack.
- **NOTICE ITEM 5** covers the reappointment of PricewaterhouseCoopers as VPL's auditors. As per recent appointments, PricewaterhouseCoopers has requested that VPL enters into a liability limitation agreement (LLA), which it requires from all clients as part of its standard appointment. This item includes a resolution to waive the need for VPL's members to approve the LLA.



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Nomination Form

Only complete the "Nomination" section of this form if you are a VPL member wishing to nominate someone for election as a VPL Director at the VPL AGM.

Only complete the "Consent to act as Director" section of this form if a VPL member wishes to nominate you for election (and you are willing to be elected) as a VPL Director at the VPL AGM.

You must also enclose evidence of your suitability for the office of Director.

The closing date for nominations is **12 noon on Friday 22 August 2025**.

NOMINATION (TO BE COMPLETED BY THE NOMINATING VPL MEMBER)

I/We the undersigned VPL member hereby nominate: _____ as a candidate for election as a VPL Board Director at the VPL AGM convened for 10am on Tuesday 16 September.

Signature: _____ Date: _____

VPL Member's Name: _____ Tel: _____

Member's VPL ID: _____

Below is a notice signed by my/our nominee of their willingness to be appointed together with evidence of their suitability for the office of director.

CONSENT TO ACT AS DIRECTOR (TO BE COMPLETED BY THE NOMINATED INDIVIDUAL)

I, the undersigned, hereby confirm my willingness to be appointed as a director of VPL is elected at the next VPL Annual General Meeting convened for 10am on Tuesday 16 September. I enclose evidence of my suitability for the office of Director, which I confirm is true and correct. I confirm that I am 16 or over and not disqualified or otherwise prevented from acting as a Director.

Signature: _____ Address: _____

Name: _____

Company/
Organisation: _____ Tel: _____

Date: _____

Email: _____

ALL COMPLETED FORMS SHOULD BE RETURNED TO VPLAGM@PPLUK.COM



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Proxy Form

If using this form, please ensure it is returned fully completed and signed to VPL no later than
10am on Friday 12 September 2025, by emailing it to **vplagm@ppluk.com**

Please note:

- You do not need to complete a proxy form where a corporate VPL member is simply being represented at the VPL AGM by a duly authorised person from that corporate member.
- In submitting this form, you are confirming that you have contacted your named proxy about representing you at the VPL AGM and that they have consented to do so.
- When emailing your completed and signed proxy form to VPL, please copy your named proxy in to that email so that we can contact them if necessary in respect of the practical arrangements for attending the AGM. **Your proxy should bring a copy of that email and this completed form with them to the AGM for verification purposes.**

I/We (insert VPL Member Name) _____ as a VPL member

hereby appoint (name of proxy) _____ as proxy,

to participate on my/our behalf at the VPL AGM meeting on 16 September 2025 at 10am
(and at any adjournment thereof).

Signature: _____

VPL ID _____

Date: _____

Tel: _____

Candidates standing for election under Notice Item 1

Peter Leatham OBE is retiring by rotation at the VPL AGM and standing for re-election.



Peter Leatham OBE

Peter Leatham OBE joined PPL in 2002 as Head of Legal and Business Affairs and became CEO in 2012. With a background in intellectual property law, he has played a key role in PPL's growth and success. Prior to joining the company, he was a partner for eight years with City law firm GSC Solicitors and was Head of the Intellectual Property Department.

Peter has been a director of VPL since 2011, in addition to being a director of PPL since 2006. He is also a director of PPL PRS Ltd (the public performance licensing joint venture company with PRS for Music), UK Music (which represents the recorded, published and live sectors of the music industry), and was a director of the British Copyright Council (which represents the broader copyright community). He is also Chair of the British Association for Performing Arts Medicine (BAPAM, a healthcare charity for those in the performing arts), Chair of Legends of Football (the annual event raising money for music therapy charity Nordoff and Robbins), a member of the board of SCAPR (the organisation for collective management organisations around the world representing performers) and a Trustee of the Ivors Academy Trust (a charity which seeks to educate the public and to empower and support music creators). Peter was awarded an OBE for services to music in 2022.

Adrian Sear is retiring by rotation at the VPL AGM and standing for re-election.



Adrian Sear

Adrian has worked in the music industry for over 35 years. After working in retail and for Charisma Records in sales, he joined A&M Records initially in sales, later in National Radio/TV Promotions, running the Department as Director from 1979-1985.

He progressed to Polydor Records as Promotions Director and in 1988 became a Director/Shareholder of China Records until its sale to Warner Music in 1999. That same year he became Commercial Director of Demon Music

Group the Music Division owned now by BBC Studios.

His responsibilities include all licensing operations, new business ventures, catalogue acquisition and all international business. Adrian has always actively championed the rights of the independent record companies and would like to continue to do so for the VPL Board.



Candidates standing for election under Notice item 2

Shamus Damani was appointed as a Director since the last AGM and is standing for re-election.



Shamus Damani

I am a UK-qualified media lawyer (2003) with over 20 years' experience working in the music industry, having held long-term senior in-house roles within several well-respected music companies. I am currently employed as Director of Business Affairs for the independent music group Defected Records Limited. My department oversees all commercial and legal matters relating to records, publishing, brands, licensing, merchandise, events, talent agency, artist management, studio management, IP protection and whatever else is thrown at us! My position as part of the senior leadership team at Defected affords

me the opportunity to be involved at the very heart of the business and its constant evolution. Previously, I have held the following positions:

The Orchard (Sony Music Entertainment (UK) Limited) – General Counsel (UK)
Cooking Vinyl Limited / Essential Music & Marketing Limited – Director of Legal & Business Affairs
Sanctuary Records Limited – Business Affairs Manager
Clintons – Trainee Solicitor

Alison Wenham was appointed as a Director since the last AGM and is standing for re-election.



Alison Wenham

Alison has enjoyed a long and successful career in the music industry.

For the most part, Alison has worked in, and for, the independent sector. She co-founded the trade body the Association of Independent Music representing the independent record company sector, and for 16 years successfully lobbied on many issues to improve the commercial, political, and competitive environment of the sector through a period of great change. She also co-founded WIN, the Worldwide Independent Network and ran this organisation

concurrently with AIM. Her involvement in the creation of Impala, A2IM, and Merlin has added to the sector's international influence, reach and visibility.

She co-founded the highly successful UK Women in Music Awards, now in its tenth year, and has created many opportunities for women to improve their confidence and skills. She has served on the boards of Impala, Merlin, PPL, VPL and UK Music. Prior to setting up AIM she worked as an MD of BMG from 1993-1998 and prior to that, she was MD and part owner of the respected label and distributor Conifer.

Alison is currently the COO of Blue Raincoat Music Group, a global force in independent music with artist management services, music publishing offerings, and recorded music operations through its label property Chrysalis Records.



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Candidates standing for election under Notice item 2

Charlotte Saxe was appointed as Chair since the last AGM and is standing for re-election as Chair.



Charlotte Saxe

Charlotte is Senior Vice President, Legal & Business Affairs at Warner Music UK, where she has worked for more than 17 years. She leads Warner Music UK's legal and business affairs team, which supports frontline labels Atlantic Records UK and Warner Records and Parlophone Label Group, as well as catalogue division Rhino UK and independent distribution arm ADA UK. She joined the VPL Board in September 2020 and was appointed as Chair in late 2024.

VIDEO PERFORMANCE LIMITED

(A company limited by guarantee)

**STRATEGIC REPORT,
REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

VIDEO PERFORMANCE LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The directors present their Strategic Report on Video Performance Limited (VPL) for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

VPL's principal activity during the year was the collection and distribution of licence fees for the broadcasting and public performance of music videos on behalf of its members. The total amount available for distribution in the Statement of Comprehensive Income is distributed to its members, with the intention that there are no retained reserves at any particular Statement of Financial Position date.

BUSINESS REVIEW

During the year, VPL collected licence fee income of £6.5m (2023: £6.6m) and delivered net distributable revenue of £6.1m (2023: £6.2m). Licence fee income declined in 2024, which reflects the continued trend of reduced use of music videos across a significant part of VPL's licensing activities, but particularly within television broadcasting.

The Statement of Financial Position reflects a nil (2023:Nil) net asset position. Despite this, management considers the going concern basis of accounting to be appropriate as the timing of liabilities to members is at the discretion of VPL. In addition, the sufficient cash reserves coupled with VPL's ability to generate cash provides adequate resources to continue in operational existence for the foreseeable future.

KEY PERFORMANCE INDICATORS

VPL considers its key performance indicators to be income growth, net distributable revenue growth and cost to income ratio. Total licence fee income decreased in the year to 31 December 2024 by £0.1m (2%) to £6.5m from £6.6m in 2023. Total net distributable revenue decreased in the year by 2% from £6.2m to £6.1m. The cost to income ratio has increased to 11.0% (2023:10.8%).

PRINCIPAL RISKS AND UNCERTAINTIES

The directors and management of VPL are aware of their responsibility for managing risk and regularly evaluate the risks and uncertainties that could affect future performance.

Economic risk exists where there is uncertainty in the broader geopolitical landscape for both VPL's licensees and members. 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 continue to decline.

Liquidity risk is mitigated by actively managing cash generation and funding requirements. Distribution payments to members are only made on licence fees collected. Price risk occurs where new licence arrangements are challenged. Legislative risk occurs where VPL is subject to any changes to copyright law.

By order of the Board



C WAITE
SECRETARY
25 March 2025

VIDEO PERFORMANCE LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2024

The directors present their Report of the Directors and the audited financial statements of VPL to the members for the year ended 31 December 2024.

FUTURE DEVELOPMENTS

The company's business activities and factors likely to affect its future performance are set out in the Strategic Report.

GOING CONCERN

The Statement of Financial Position reflects a £nil (2023 £Nil) net asset position. Despite this, management considers the going concern basis of accounting to be appropriate as the timing of liabilities to members is at the discretion of VPL. In addition, the sufficient cash reserves coupled with VPL's ability to generate cash provides adequate resources to continue in operational existence for the foreseeable future.

FINANCIAL RISK MANAGEMENT

The company's assessment of its exposure to elements of financial risk are set out in the Strategic Report.

INDEMNITY PROVISION FOR DIRECTORS

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the companies Act 2006 S234. Such qualifying third-party indemnity provision was in force during the financial year and at the date of approval of the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulation..

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

VIDEO PERFORMANCE LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2024

STATEMENT OF DIRECTORS' RESPONSIBILITIES (continued)

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' CONFIRMATIONS

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

DIRECTORS

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

H Deakin (appointed 14 March 2024)
R Gruschke
G Kempin (resigned 17 September 2024)
P Leathem OBE
J Lloyd-Gilchrist (resigned 8 March 2024)
C Saxe
A Sear
M Smith
S Damani (appointed 19 November 2024)
A Wenham (appointed 2 December 2024)

By order of the Board



C WAITE
SECRETARY
25 March 2025

VIDEO PERFORMANCE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIDEO PERFORMANCE LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

In our opinion, Video Performance Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its result and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Strategic Report, Report of the Directors and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2024; the Statement of Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

VIDEO PERFORMANCE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIDEO PERFORMANCE LIMITED

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Report of the Directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

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 auditors' 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.

VIDEO PERFORMANCE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIDEO PERFORMANCE LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (continued)

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 extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to data protection regulations and the Collective Management of Copyright (EU Directive) Regulations 2016, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK tax legislation and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent financial reporting, specifically the posting of inappropriate journal entries to manipulate financial results and potential management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussion with management and internal legal counsel, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Addressing the risk of management override of internal controls, including testing of journal entries (in particular, journal entries posted with an unusual account combination and unusual description); and
- Evaluating and, where appropriate, challenging assumptions and judgments made by management in determining significant accounting estimates.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. 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 for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

OTHER REQUIRED REPORTING

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or

VIDEO PERFORMANCE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIDEO PERFORMANCE LIMITED

OTHER REQUIRED REPORTING (continued)

- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Louise Lazarus (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

25 March 2025

VIDEO PERFORMANCE LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	2024 £000	2023 £000
LICENCE FEE INCOME	2	6,496	6,632
Cost of collection and distribution		(717)	(716)
NET INCOME BEFORE INTEREST AND TAXATION	3	5,779	5,916
Interest receivable and similar income	4	369	331
NET INCOME BEFORE TAXATION		6,148	6,247
Tax on profit	6	-	-
AMOUNT AVAILABLE FOR DISTRIBUTION		6,148	6,247
Amount to be distributed members		(6,148)	(6,247)
RETAINED RESERVES		-	-
Cost to income ratio		11.0%	10.8%

The results above for the current and prior year refer entirely to continuing operations.

There were no other comprehensive income or expense for the current or prior financial year other than as stated in the Statement of Comprehensive Income, and hence no Statement of Other Comprehensive Income has been presented.

VIDEO PERFORMANCE LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

	Note	2024 £000	2023 £000
CURRENT ASSETS			
Licence fees receivable		540	432
Other debtors		96	196
Prepayments and accrued income		607	98
Short term fixed deposits (Greater than 3 months)		2,000	6,000
Cash at bank and in hand		5,020	1,373
		<hr/> 8,263	<hr/> 8,099
CREDITORS: amounts falling due within one year	7	(8,209)	(8,045)
		<hr/> 54	<hr/> 54
NET CURRENT ASSETS			
		<hr/> 54	<hr/> 54
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<hr/> 54	<hr/> 54
PROVISIONS FOR LIABILITIES	8	(54)	(54)
		<hr/> -	<hr/> -
NET ASSETS			
		<hr/> -	<hr/> -
RESERVES			
		<hr/> -	<hr/> -
Retained earnings		<hr/> -	<hr/> -

The financial statements on pages 8 to 21, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Cashflow Statement and the related notes were approved by the Board of Directors on 25 March 2025 and are signed on its behalf by:



P Leatham OBE
Director

VIDEO PERFORMANCE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2024

	Retained Earnings £000
Balance as at 1 January 2023	-
Result for the financial year	-
Other comprehensive result for the year	-
	<hr/>
Total comprehensive result for the year	-
	<hr/>
Balance as at 31 December 2023	-
Result for the financial year	-
Other comprehensive result for the year	-
	<hr/>
Total comprehensive result for the year	-
	<hr/>
Balance as at 31 December 2024	-
	<hr/> <hr/>

VIDEO PERFORMANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	2024 £000	2023 £000
CASHFLOWS FROM OPERATING ACTIVITIES			
Net cash flow from operating activities	9	5,514	7,155
Amounts distributed to members		(6,335)	(7,042)
Net cash (used in) / generated from operating activities		(821)	113
CASHFLOWS FROM INVESTING ACTIVITIES			
Interest received		468	189
Proceeds from short term fixed deposits		6,000	3,500
Purchases of short term fixed deposits		(2,000)	(3,000)
Net cash generated from investing activities		4,468	689
NET INCREASE IN CASH AT BANK AND IN HAND		3,647	802
Cash and cash equivalents at the beginning of the year		1,373	571
Cash and cash equivalents at the end of the year		5,020	1,373
Cash and cash equivalents comprises:			
Cash at bank and in hand		5,020	1,373
Total cash and cash equivalents		5,020	1,373

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. ACCOUNTING POLICIES

General information

VPL is a private company limited by guarantee. The address of its registered office is 1 Upper James Street, London, W1F 9DE, United Kingdom.

The principal activity of the company is the collection and distribution of licence fees for the broadcasting and public performance of music videos on behalf of its members.

Statement of compliance

The financial statements of VPL have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Basis of accounting

The financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and Applicable Accounting Standards in the United Kingdom.

b) Going concern

On the basis of their assessment of the company's financial position and resources, the directors believe that the company is well placed to manage its business risks. Management considers the going concern basis to be appropriate as the timing of current liabilities payable to members is at the discretion of VPL. Therefore, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

c) Format of the Statement of Comprehensive Income and the Statement of Financial Position

The formats of the Statement of Comprehensive Income and the Statement of Financial Position have been adapted from that prescribed by the Companies Act 2006 in order to better reflect the nature of the business.

d) Foreign currencies

i) Functional and presentation currency

The company's functional and presentation currency is the pound sterling.

ii) Transactions and balances

Monetary assets and liabilities are translated into sterling at the rates of exchange ruling at the reporting date. Foreign currency transactions during the year are translated into sterling at the rate ruling on the date of the transaction. All foreign exchange differences are taken to the Statement of Comprehensive Income in the year in which they arise.

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. ACCOUNTING POLICIES (Continued)

e) Licence fee income/receivable

The company recognises revenue when the amount of revenue can be measured reliably, and it is probable that the economic benefits associated with the transaction will flow to the company.

In the event of over-payments, licence fee income is recognised if the payments could not be refunded, despite efforts to contact the relevant party over a reasonable period of time.

a) Public Performance & Dubbing

Public Performance income is accounted for on an accruals basis so that income is recognised in the period to which it relates. Dubbing income is recognised upon receipt of utilisation information from customers.

b) Broadcasting

Broadcasting income is recognised over the period of the contract, and income is accounted for in the period to which it relates. In the absence of an invoice, broadcasting and online income is accrued based upon on management estimates of licence fees in respect of any contracts that are under negotiation.

Licence fees receivable in relation to public performance revenues as at 31 December 2024 represent amounts due from the PPL PRS Limited joint venture.

f) Employee benefits

The company provides a range of benefits to employees, including paid holiday arrangements and defined benefit and defined contribution pension plans.

i) Short term benefits

Short term benefits including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

ii) Defined benefit pension plan

One VPL director participates in the Phonographic Performance Limited ('PPL') defined benefit scheme. The amount in respect of this VPL director is recognised in the PPL Statement of Comprehensive Income and Statement of Financial Position. Full disclosure in respect of the defined benefit scheme can be found in the PPL financial statements.

g) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the 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 tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets and liabilities are not discounted.

i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. ACCOUNTING POLICIES (Continued)

g) Taxation (continued)

ii) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the reporting date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the reporting date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the reporting date. Deferred tax is measured on a non-discounted basis.

h) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

i) Provisions for liabilities

i) Dilapidations

Provision is made for dilapidations where the lease requires the reinstatement of the premises to its original state. The level of provision is based upon a damages report and is reviewed annually.

ii) Refunds

Provision is made for all significant refunds made in the post reporting period which relate to licence fees received in the year.

j) Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

i) Financial assets

Basic financial assets, including trade and other debtors and cash and bank balances, are initially recognised at transaction price, 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. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount

and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. ACCOUNTING POLICIES (continued)

j) Financial instruments (continued)

carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the Statement of Income.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ii) Financial liabilities

Basic financial liabilities, including trade creditors and short-term loans, 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 receipts discounted at a market rate of interest.

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 current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

The company does not hold or issue derivative financial instruments.

iii) Offsetting

Financial assets and liabilities are offset and 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.

k) Critical accounting judgements and key source of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The following are the critical judgements in the preparation of the financial statements.

i) Broadcasting Revenue

Broadcasting revenue is accounted for over the period of the contract, so that income is recognised in the period to which it relates. Accrued income of £605,290 (2023: £97,713) is based on management estimates of licence fees in respect of any contracts that are under negotiation and any estimates are typically informed by

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. ACCOUNTING POLICIES (continued)

k) Critical accounting judgements and key source of estimation uncertainty (continued)

i) Broadcasting Revenue (continued)

'agreements in principle'. When evaluating the probability of collection, management considers factors including the credit risk profile of the licensee, historical experience and any other evidence or knowledge of current issues.

ii) Public Performance Revenue

The collection of public performance revenue is managed by PPL PRS Limited, a joint venture between PPL and PRS for Music Limited. When assessing the probability of collection, management considers factors including the credit risk profile of the licensee, historical experience and any other evidence or knowledge of current issues that PPL PRS Ltd is experiencing. See notes 2 and 11 for the disclosures relating to public performance revenue.

iii) Provision for doubtful debts

The recoverability of licence fees receivable requires judgement. The company uses all available evidence to determine the appropriate level of provision for impairment of licence fee receivables, including known disputes, historical trends in write-offs, collections post year end and the ageing of the receivables.

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. LICENCE FEE INCOME

	2024 £000	2023 £000
Analysis of turnover by licence type:		
Broadcasting and video store income	5,420	5,503
Public performance and dubbing income	1,076	1,129
	<u>6,496</u>	<u>6,632</u>
Analysis of turnover by territory of origin:		
United Kingdom	6,328	6,595
Rest of the World	168	37
	<u>6,496</u>	<u>6,632</u>

3. NET INCOME BEFORE INTEREST AND TAXATION

	2024 £000	2023 £000
Net income before interest and taxation is stated after charging:		
Services provided by the company's auditors:		
Fees payable for the audit	22	17
Fees payable for other services:		
Audit-related assurance services	2	2

The directors have agreed with the company's auditors that the auditors' liability to damages for breach of duty in relation to the audit of the company's financial statements for the year to 31 December 2024 will be limited to the greater of £5m or 5 times the auditors' fees for the statutory audit, and that in any event the auditors' liability for damages will be limited to that part of any loss suffered by the company as is just and equitable having regard to the extent to which the auditors, the company and any third parties are responsible for the loss in question. The members approved this limited liability agreement, as required by the Companies Act 2006, by resolution dated 13th September 2024.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2024 £000	2023 £000
Interest receivable on cash at bank and short term deposits	<u>369</u>	<u>331</u>

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

5. STAFF COSTS

	2024 £000	2023 £000
Gross staff costs:		
Wages and salaries	479	479
	<u>479</u>	<u>479</u>
	Number 2024	Number 2023
Monthly average number of employees:		
Office and management	-	-
	<u>-</u>	<u>-</u>

Wages and salaries include recharged costs from Phonographic Performance Limited.

Directors' emoluments:

Video Performance Limited paid no directors' remuneration during the year (2023: £nil). Full salary and related costs in respect of P Leathem OBE were incurred by Phonographic Performance Limited and recharged to Video Performance Limited as an element of the overall company cost recharge.

No directors (2023: none) are accruing any benefits under the defined benefit scheme for which Video Performance Limited bears the cost. Pension benefits for P Leathem OBE are disclosed in the financial statements of Phonographic Performance Limited.

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

6. TAX ON PROFIT

The charge for taxation for the year is calculated on disallowable items after the deduction of capital allowances:

	2024 £000	2023 £000
Current tax:		
UK corporation tax	-	-
Total tax charge	-	-

The tax assessed for the year is than the standard rate of corporation tax in the UK of 25% (2023: 24%)

	2024 £000	2023 £000
Factors affecting tax charge for the year		
Net income before taxation	6,148	6,247
Net income before taxation at the UK tax rate 25% (2023:24%)	1,537	1,464
Effects of:		
Permanent difference	(1,537)	(1,464)
Total tax	-	-

The company has an unrecognised deferred tax asset as follows:

	2024 £000	2023 £000
Other timing differences	1	1
Net deferred tax asset - unrecognised	1	1

No provision has been made for this deferred tax asset on the basis that the majority of the company's net income is not taxable and therefore the availability of suitable future taxable profits against which it could be realised is not certain.

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024 £000	2023 £000
Amounts owed to members	6,850	7,038
Other creditors including taxation and social security	748	443
Accruals and deferred income	611	564
	<u>8,209</u>	<u>8,045</u>

Other creditors includes a balance payable to Phonographic Performance Limited of £287,731 (2023: £131,865) in relation to the recharge of operating expenses to Video Performance Limited.

8. PROVISIONS FOR LIABILITIES

	2024 £000	2023 £000
Provision for dilapidations		
At beginning of the year	54	54
At the end of the year	<u>54</u>	<u>54</u>
Provision for refunds		
At beginning of the year	-	-
Charge for the year	-	-
Utilised in the year	-	-
At the end of the year	<u>-</u>	<u>-</u>
Total provisions	<u>54</u>	<u>54</u>

Dilapidations

The dilapidations provision represents the amount required to reinstate the premises to a state as required under the lease, which expires in 2030. The provision is expected to be fully utilised in 2030.

VIDEO PERFORMANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

9. NET CASH FLOW FROM OPERATING ACTIVITIES

	2024 £000	2023 £000
Net income before interest and taxation	5,779	5,916
(Increase) / Decrease in debtors	(618)	1,682
Increase / (Decrease) in creditors	353	(443)
Net cash increase from operating activities	5,514	7,155

10. TRANSACTIONS WITH DIRECTORS

There were no other transactions with directors during the year (2023: £Nil).

11. RELATED PARTY TRANSACTIONS

Income collected by VPL is distributed to its members and allocations remaining for more than three years are reallocated and redistributed in accordance with VPL's distribution rules.

Phonographic Performance Limited (PPL) is deemed to be a related party as VPL is operated from PPL offices and by PPL staff members, therefore operating expenses incurred of £717,276 (2023: £683,517) was in relation to expenses recharged from PPL.

PPL PRS Limited is a joint venture (JV) between PPL and PRS for Music Limited which was launched in February 2018. PPL PRS Limited is responsible for the collection of public performance income. Operating costs incurred by PPL PRS Limited are recharged back to both parent companies. Costs in relation to VPL are then recharged from PPL.

Transactions in relation to the joint venture are summarised below:

	2024 £000	2023 £000
Amounts recognised in the Statement of Comprehensive Income:		
Recharged costs	(46)	(42)
Amounts owed / (due) in relation to the joint venture:		
Amounts owed by the joint venture	13	24

Amounts owed by the joint venture above represent amounts billed from the joint venture on behalf of VPL. The debtors and revenue related to public performance have been adjusted to take into account probability of collection.

Video Performance Limited (VPL)

2024 Transparency Report

This transparency report relates to VPL's financial year ended 31 December 2024 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 (Revised), Agreed-Upon Procedures Engagements' 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 2024 and such information has therefore been subject to audit by PricewaterhouseCoopers LLP, and their audit report is included with VPL's 2024 financial statements.

Activities during the year

The principal activity of VPL during 2024 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 2024, VPL collected licence fee income of £6.5m (2023: £6.6m) and delivered net distributable revenue of £6.1m (2023: £6.2m).

Distributions

VPL continues to maintain a high pay-through rate in its distributions and achieved an 89.2% pay-through of 2023 collections by 30 September 2024 (97.9% excluding a single multi-territory licence). Over 600 rights holders received at least one payment from VPL in 2024 (2023: over 500).

Business Review

Total licence fee income decreased in the year to 31 December 2024 by £0.1m (2%) to £6.5m from £6.6m in 2023. The decline in income reflects the continuing trend of reduced use of music videos across many VPL licensees. Total net distributable revenue decreased in the year by 2% from £6.2m to £6.1m. The cost to income ratio has increased to 11.0% (2023: 10.8%).

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 2024, VPL offered a licence to all applicants who requested a licence within VPL's mandated scope of activity and who provided the information necessary 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 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 powers and responsibilities of the VPL Board 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 2024

Helen Deakin (appointed 14 March 2024)

Robert Gruschke

Geoffrey Kempin (resigned 17 September 2024)

Peter Leathem OBE

Julia Lloyd-Gilchrist (resigned 8 March 2024)

Charlotte Saxe

Adrian Sear

Michael Smith

Shamus Damani (appointed 19 November 2024)

Alison Wenham (appointed 2 December 2024)

Board Remuneration

VPL paid no directors' remuneration during 2024. However, £11,756 was recharged to VPL by PPL, in respect of the employment of VPL's executive director.

Board Committees

The VPL Board is supported by two 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 two committees are:

- The Finance & Audit Committee is primarily tasked with reviewing and setting VPL's revenue and costs budget each year, prior to ratification by the VPL Board. It is also a forum for VPL's auditors to talk directly to VPL's management and external stakeholders about their audit work with VPL.
- 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).

Entities owned or controlled by VPL in whole or in part

VPL does not own or control any other entities.

Financial Information

The 2024 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.

VIDEO PERFORMANCE LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 £000
LICENCE FEE INCOME	6,496
Cost of collection and distribution	(717)
NET INCOME BEFORE INTEREST AND TAXATION	5,779
Interest receivable and similar income	369
NET INCOME BEFORE TAXATION	6,148
Tax on profit	-
AMOUNT AVAILABLE FOR DISTRIBUTION	6,148
Amount to be distributed members	(6,148)
RETAINED RESERVES	-
Cost to income ratio	11.0%

VIDEO PERFORMANCE LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

	2024 £000
CURRENT ASSETS	
Licence fees receivable	540
Other debtors	96
Prepayments and accrued income	607
Short term fixed deposits (Greater than 3 months)	2,000
Cash at bank and in hand	5,020
	<hr/>
	8,263
CREDITORS: amounts falling due within one year	(8,209)
	<hr/>
NET CURRENT ASSETS	54
	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES	54
PROVISIONS FOR LIABILITIES	(54)
	<hr/>
NET ASSETS	-
	<hr/>
RESERVES	
	<hr/>
Retained earnings	-
	<hr/>

VIDEO PERFORMANCE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2024

	Retained Earnings £000
Balance as <u>at</u> 1 January 2023	-
Result for the financial year	-
Other comprehensive result for the year	-
	<hr/>
Total comprehensive result for the year	-
	<hr/>
Balance as <u>at</u> 31 December 2023	-
Result for the financial year	-
Other comprehensive result for the year	-
	<hr/>
Total comprehensive result for the year	-
	<hr/>
Balance as <u>at</u> 31 December 2024	-
	<hr/>

VIDEO PERFORMANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 £000
CASHFLOWS FROM OPERATING ACTIVITIES	
Net cash flow from operating activities	5,514
Amounts distributed to members	(6,335)
	<hr/>
Net cash (used in) / generated from operating activities	(821)
CASHFLOWS FROM INVESTING ACTIVITIES	
Interest received	468
Proceeds from short term fixed deposits	6,000
Purchases of <u>short term</u> fixed deposits	(2,000)
	<hr/>
Net cash generated from investing activities	4,468
	<hr/>
NET INCREASE IN CASH AT BANK AND IN HAND	3,647
Cash and cash equivalents at the beginning of the year	1,373
	<hr/>
Cash and cash equivalents at the end of the year	5,020
	<hr/>
Cash and cash equivalents comprises:	
Cash at bank and in hand	5,020
Total cash and cash equivalents	5,020
	<hr/>

Rights Revenue Collected and Associated Costs

The rights revenue collected during 2024 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	1,093	184	17%
Broadcast	5,420	541	10%
Total	6,513	725	

- Public Performance revenue is generated by VPL's licensing of businesses from sectors across the UK to play music videos in public. Also included in this category are dubbing revenues, which are generated through the licensing of copying VPL repertoire by specialist companies that provide music services to businesses.
- Broadcast revenue is generated from VPL's licensing of TV to include music videos within their programming.

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, £369k 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 2024.

Allocations of Rights Revenue

Total allocations of rights revenue processed during 2024 (primarily relating to income collected in 2023 along with an adjustment of UK revenue primarily covering periods 2020 to 2022 inclusive), were as follows:

Allocations by Rights Category	2024 £000
Broadcast	5,501
Public Performance	1,020
New Media	0
Total	6,521

Payments of Rights Revenue

Total payments of rights revenue made during 2024 were as follows:

Payments	2024 £000
UK Revenue ¹	6,240
Payment Adjustments ²	361
Total	6,601

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 corporation tax.

The main annual distribution of UK revenue took place in June 2024, while adjustments to payments relating to previous distributions took place at intervals throughout the year as shown below:

Payment Date	Payment Type
28 June 2024	Main annual payment of UK revenue collected in 2023 Adjustment of UK revenue collected during 2020-2022
30 September 2024	Main annual payment of multi territory broadcast revenue collected in 2023 and adjustment of previous years
17 December 2024	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 2022, £9k remained undistributed to right holders at 31 December 2024 and outside the timescale set in Regulation 12(2). This revenue was held as the relevant licensing agreement had not yet been finalised.

Held Revenue

Rights revenue that was unallocated to right holders as at 31 December 2024, broken down by rights category and year of collection, is shown below:

Category of Rights	2020 £000	2021 £000	2022 £000	2023 £000	Total £000
Broadcast	309	406	410	524	1,649
Public Performance	9	6	12	17	44
New Media	0	0	0	0	0
Total	318	412	422	541	1,693
<i>% of Net Distributable Revenue</i>	<i>5%</i>	<i>7%</i>	<i>6%</i>	<i>9%</i>	<i>7%</i>

VPL has sought to minimise the revenue collected but not yet allocated to rightsholders, 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 £1.7 million held monies as at 31 December 2024, £1.5 million is related to said multi-territory licence, where the management of rights in multiple non-UK territories requires a claims and distribution process that holds a greater proportion of revenue for a longer period.

VPL has invested in systems, processes and policies that enable the pay-through rate to remain consistently high year on year (90.4% in respect of 2023 monies paid out in 2024, which rises to 98.4% if excluding the single multi-territory licence referred to above). In addition, VPL has focused on reducing unallocated amounts from older collection periods by enhancing repertoire and member data quality and developing its distribution policy over time.

There was also an additional £0.4 million collected prior to 2020 that remained unallocated at year-end, relating to unresolved rights disputes for videos in closed distribution periods. VPL holds these monies until the related rights disputes are resolved, after which they are paid through to the confirmed rightsholders.

Rights revenue that was allocated but unpaid at 31 December 2024, due to member accounts being on hold, for such reasons as VPL was awaiting valid bank details, was £0.2 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 made available for reallocation to right holders who previously received allocations in respect of that distribution year. The 2019 distribution year was closed in accordance with this distribution closure process in March 2024.



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

14 May 2025

Dear Ladies and Gentlemen

**Agreed-upon procedures report of factual findings in connection with 2024
Transparency Report**

Purpose of this Agreed-Up Procedures Report

This report is produced in accordance with the terms of our agreement dated 10 April 2025. The procedures were performed solely to assist the company in fulfilling its reporting obligations under Regulation 21 of the Collective Management of Copyright (EU Directive) Regulations 2016 (the “Regulations”) and may not be suitable for another purpose.

Your Responsibilities

The directors of Video Performance Limited (the “company”) have prepared the 2024 Transparency Report and remain solely responsible for it and for the creation and maintenance of all accounting and other records supporting its contents. The company’s directors are also responsible for identifying and ensuring that the company complies with the terms of Regulation 21 of the Collective Management of Copyright (EU Directive) Regulations 2016 (the “Regulations”).

You are responsible for determining that the scope of the services is sufficient for your purposes and have confirmed that the procedures described herein are appropriate for the purpose for which of the services were engaged.

Our Responsibilities

We have performed the procedures agreed with you and listed below on the 2024 Transparency Report. Our work was performed in accordance with the International Standard on Related Services (ISRS) 4400 (Revised) ‘Agreed-Up Procedures Engagements.’

We have complied with the ethical requirements in the Code of Ethics issued by the Institute of Chartered Accountants of England and Wales. For the purpose of this engagement, there are no independence requirements with which we are required to comply.

An agreed-upon procedures engagement involves performing the procedures that have been agreed with you, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

We have applied International Standard on Quality Control (ISQC) 1 ‘Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements’, and accordingly, we maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



Procedures and Findings

We performed the following procedures:

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 2024.	We performed the procedures as set out with no matters to report.
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: <ul style="list-style-type: none">• 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:<ul style="list-style-type: none">○ 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:<ul style="list-style-type: none">- 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 Transparency Report, there were no 'non-management cost' deductions made 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.

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:

- agree the totals in the analysis to the disclosure in VPL's Transparency Report; and
- for the items in the sample selected for (4):
 - 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.

We have performed all procedures listed except for the agreement of items to payments supporting evidence as the data relating to these items is not disaggregated in this manner in VPL's systems and the information is not available to be disclosed.

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:

- 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 10 items and;
 - agree the items directly to invoices or other third party documentation;
 - check that the narrative information on the invoice or other third party documentation is consistent with their categorisation; and
 - check that the category of rights managed and type of use to which VPL has allocated the income is 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.

We performed all the procedures listed. We note that total costs are based on management's reporting figures. We have agreed with VPL's statutory financial statements after excluding any statutory adjustments.

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 in the Annual Transparency Report.

<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>The indirect costs are split in the cost of collection and distribution. These have been tested as part of procedure 6 above.</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 was it 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>

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 select a sample of 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 payments and ensure the explanation of the use to which the amounts were put agrees to source documentation.

No amounts were transferred under that basis - therefore no information has been disclosed.

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.



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:

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

- 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 items and agree them to invoices or other supporting documentation evidencing that the classification was consistent.

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:

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

- 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.

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 2-18, 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 audit or assurance engagement made in accordance with generally accepted auditing or assurance standards, the objective of which would be the expression of assurance on the contents of the 2024 Transparency Report. We do not express such assurance. Had we performed additional procedures or had we performed an audit or assurance engagement on the Transparency Report, other matters might have come to our attention that we would have reported to you. This report relates only to the 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.

This report is solely for your use in connection with the purpose specified above and as set out in our agreement. No part of this report is to be copied or distributed to any other party except as



permitted under the terms of our agreement. We do not accept any liability or responsibility to any third party.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP
Chartered Accountants
London

14 May 2025

Appendix 1: Thresholds and Sampling

Thresholds

Basis	Threshold
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
Costs 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:

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

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