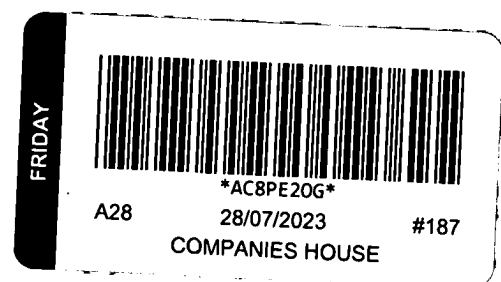


# ABC Cinemas Limited

Strategic Report, Directors' Report and  
financial statements

Registered number 3167622

31 December 2022



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## Strategic Report

### Business review

#### *Market position*

ABC Cinemas Limited ("the Company") operates under the Odeon brand as one part of the wider Odeon UK Group ("the UK Group") which is a market leader in the UK operating 110 cinemas with 885 screens at the year-end date. It also forms a major part of Odeon Cinemas Group, Europe's largest cinema exhibitor, operating in nine countries.

#### *Clear strategy for growth*

In 2021, we launched our new brand purpose 'We Make Movies Better', focusing on developing world-class cinemas that deliver memorable entertainment experiences for our guests, whilst offering fantastic careers for our people.

We make movies:

- more immersive: with Luxe fully reclining seats offering optimum space and comfort; coupled with the very best in sight and sound innovation through bigger, better screens, including our own iSense brand and partnerships with IMAX and Dolby Cinema;
- more seamless: through investment in modern digital booking platforms and rewarding great value membership & subscription schemes;
- more delicious: with our wide selection of food and beverage options; and
- more memorable: thanks to our passionate and dedicated teams.

#### *Portfolio development – Luxe refurbishment and other initiatives*

No cinema refurbishments were completed in the year, however capital investment in retail facilities continued as an integral part of the strategy to maximise future retail profitability.

Further estate development activity is planned for 2023 and beyond including the introduction of recliner seating in selected cinemas.

The total ABC Cinemas Limited Luxe estate includes 2 cinemas with no further cinemas being refurbished to our Luxe format in 2022. Each Luxe cinema has recliner seats throughout, and is extensively refurbished from the auditoria and technology, to the foyer areas and bathrooms.

### Main market attendance

In 2022, the industry recovery from the impacts of the COVID-19 pandemic continued with a much improved film release schedule, although our aggregate attendance levels remained behind pre-pandemic levels. It is expected that the improvement in the number of, and robustness of the slate of major film releases, will continue into 2023, which has generated optimism that cinema attendance levels will continue to improve gradually. Attendance figures for the entire market (source DCM – the market leader in cinema advertising):

Market Attendance (millions)	2020	2021	2022	2021 vs 2022
UK	44.0	74.0	117.0	43.0

The strongest performing films in the year included *Top Gun: Maverick*, *Minions: The Rise of Gru*, *Doctor Strange in the Multiverse of Madness* and *The Batman*. The year concluded with the release of long-awaited sequel *Avatar: The Way of Water*.

### Investment

As business volumes and revenues in 2022 responded to improving market conditions, the business re-commenced investment in the estate. In terms of asset additions, £0.5m was invested in existing sites, other revenue-generating projects and in capital maintenance of the estate. The Company plans to continue to invest to grow future earnings and enhance the quality of the existing estate in 2023.

## Strategic Report *(continued)*

### Financial results and KPIs

Turnover for the year was up 45% at £15.4m (2021: £10.7m), an operating loss pre-exceptional items was reported of £5.8m (2021: £6.3m loss) and the loss after taxation for the year was £12.0m (2021: £7.0m loss). Shareholders' funds were £6.5m at the end of the current year (2021: £18.1m).

	2022	2021
<b>Attendance</b>	1,228,437	806,373
<b>Average Ticket Price</b>	£7.38	£7.30
<b>Food &amp; Beverage Spend Per Person</b>	£3.10	£3.44

### Going concern and liquidity management

Liquidity management is performed on a group-wide basis for Odeon Cinemas Group ("the Group") by regularly forecasting and assessing the cashflows of the Group on a country-by-country basis and maximising the cash that is available, whilst complying with any related local legal or regulatory requirements.

Odeon Cinemas Group Limited ("OCGL") acts as the treasury company of the Group. On 6 January 2022, OCGL incorporated a new direct subsidiary called Odeon Finco PLC ("Finco"). Finco maintains the Group's external financing, which is onward lent on the same terms to OCGL. This financing is made available to the subsidiaries of the Group, including the Company, via intercompany loan facility agreements and/or capital contributions.

OCGL also has financing from a parent company, American Multi-Cinema, Inc. ("AMCI"), which is a direct subsidiary of the ultimate parent company, AMC Entertainment Holdings, Inc. ("AMC").

OCGL had an external £400.0m term loan (comprised of separate £140.0m and €296.0m tranches) that was drawn on 19 February 2021 and had a quarterly minimum liquidity covenant of £32.5m. The Group maintained compliance with this covenant since inception of the term loan. This term loan was due to mature on 19 August 2023. On 20 October 2022, the Group fully refinanced it. Finco issued \$400.0m (£351.9m) aggregate principal amount of its 12.75% Odeon Senior Secured Notes due 2027 ("Odeon Notes due 2027") at an issue price of 92.00%. The Odeon Notes due 2027 bear cash interest at a rate of 12.75% per annum, which is payable semi-annually in arrears on 1 May and 1 November, beginning on 1 May 2023. The Odeon Notes due 2027 are guaranteed on a senior secured basis by certain subsidiaries of the Group and do not have a financial maintenance covenant.

The Group used the \$368.0m (£323.7m) net proceeds from the Odeon Notes Due 2027, along with \$146.7m (£129.0m) borrowings from AMC, to fund the full redemption of the Company's existing £400.0m term loan (comprised of separate £140.0m and €296.0m tranches) and to pay related accrued interest, fees, costs, premiums and expenses.

As at the balance sheet date, OCGL had two £130.0m loan facilities in place from AMCI. The principal owed was £130.2m, leaving £129.8m available to be drawn. In addition, on 20 October 2022, two further facilities from AMCI were executed, for \$100.0m and \$50.0m respectively, giving a total of £253.7m available to be drawn (assuming a USD:GBP exchange rate of 1.2103), represented by £129.8m available on the existing facilities and \$150.0m on the new facilities. The funding available from AMC is not limited to this amount. OCGL and all subsidiaries within the Group have received a letter of support from AMC which confirms that AMC has the ability to, and will provide the financial support required for the Company to meet its liabilities as and when they fall due for the period to 30 September 2024.

The Directors have prepared cash flow forecasts for the period to 30 September 2024 (the "Review Period"), including scenarios that take into account severe but plausible downsides. These forecasts indicate that the Group will have sufficient funding available through the facilities that are available from AMC to meet Group funding requirements.

In forming their conclusion, the Directors have also reviewed the cashflow forecasts and going concern evaluation of AMC for the Review Period and are comfortable, based on this information, that it is reasonable to expect that AMC will be able to meet its obligations as they become due within the Review Period. Therefore, the Directors believe that AMC will be able to provide the support the Group will require through the Review Period.

## Strategic Report *(continued)*

### Going concern and liquidity management *(continued)*

On this basis, the Directors have a reasonable expectation that the support from AMC will continue to be available for the Review Period and therefore the Company has adequate resources to continue operating for the foreseeable future. Accordingly, the Directors have prepared the financial statements on the going concern basis.

Further information is set out in Note 1 to the financial statements.

### Principal risks and risk management

Cinema is a well established and popular out of home leisure activity.

The principal risk facing the business is a reduction in attendance levels. This is affected by factors including competition, film production and film release. The Company mitigates this risk through our strategies to create the best possible guest experience, drive attendance and loyalty, as well as strategically managing a direct relationship between attendance levels, film costs, and fixed costs.

Foreign exchange rate fluctuations represent a potential risk. However, the majority of the UK Group revenues and costs arise in GBP which provides a natural hedge. Where significant purchases are necessary in a foreign currency, exchange rate hedging contracts are used to manage the risk.

The likelihood of general economic downturn has been increased by the conflict in Ukraine and the general economic and geo-political environment. The Company will continue to monitor this situation and respond as appropriate.

The conflict between Russia and Ukraine does not have a direct impact on the Company. The Group does not operate cinemas in either Russia or Ukraine. The limited impact and associated risks that this conflict presents on the Group is disclosed publicly in AMC's SEC filings.

High inflation in the countries in which the Group operates has led to cost of living pressures for many consumers, which could adversely impact demand. However, cinema remains relatively inexpensive compared to other out-of-home leisure options. Indeed, in the post-pandemic period, audiences have returned to cinemas in large numbers when significant films have been released; and they continue to do so in these times of higher inflation. Naturally, the business also faces cost increases linked to higher inflation. The Group will continue to monitor the situation and make informed decisions with a view to maintaining a balance between costs and revenues.

### Corporate Governance


Please see the Company's Corporate Governance Report for its section 172 Statement.

### Future prospects

Each of the strategic focus areas described earlier are being progressed through a number of current activities; and more are planned for the future.

The UK Group will continue to invest in its existing portfolio of sites and seek new opportunities. This strategy will be driven by the cash generation of our business and will be contingent on maintaining adequate liquidity as well as a required return threshold.

By order of the board

DocuSigned by:  
  
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**NJ Williams**  
Director

20 July 2023

8th Floor 1 Stephen Street,  
London,  
United Kingdom,  
W1T 1AT

## Directors' Report

The directors present their report and the audited financial statements for the year ended 31 December 2022.

### Principal activity

The principal activity of the Company is the ownership and operation of cinemas under the Odeon brand.

### Directors

The following were directors of the Company during the year and up to the date of this report:

AS Alker  
MJ Way  
CA Welch (resigned 24 March 2023)  
NJ Williams

### Ownership

Odeon Cinemas Holdings Limited is the immediate parent undertaking of the Company.

AMC Entertainment Holdings, Inc., a company incorporated in the United States of America and listed on the New York Stock Exchange (NYSE:AMC, APE), is the ultimate parent undertaking of the Company. No one entity or individual has control of, or significant influence over, AMC Entertainment Holdings, Inc.

### Directors' Indemnities

Third party indemnity provisions for the benefit of the directors were made during the year and remain in force at the date of this report.

### Proposed dividends

The directors do not recommend the payment of a dividend (2021: £nil) with respect to preference or ordinary shares.

### Employee involvement

Employment headcount in the Company increased by 2.6% to 320 in 2022 compared to 312 in 2021 (average number of employees, including part time employees). Meetings are held on a regular basis with employees to review attendance, film slate, financial and operating performance. Information is cascaded from senior management teams to cinema teams. There is an annual cinema manager conference and more frequent regional meetings. There is opportunity at these meetings for managers to be questioned about matters which concern the employees.

### Employment of disabled persons

Full and fair consideration is given to applications for employment made by disabled persons, having regard to their particular aptitudes and abilities. Wherever possible the employment of members of staff who become disabled will be continued under normal terms and conditions and appropriate training and career development will be offered.

### Community

The cinema is an important part of social life in local communities. Cinema managers maintain close contact with local community representatives and businesses. Cinemas are used as meeting places for purposes other than only films. Sub-brands have been developed which cater for special interest groups and employees actively participate in charitable fundraising activities.

### Health and safety

The policy of the Company is to endeavour at all times to achieve the highest standards of health, safety and welfare for its employees, customers and other visitors. To this end, clearly defined policies, procedures, roles and responsibilities are in place, and supervision, instruction, information and appropriate training are provided. A full management system including monitoring of safety standards, independent audits and review of all key findings by senior management is in place. The system has been independently reviewed to ensure compliance with the relevant standards.

## Directors' Report *(continued)*

### Financial Instrument Risk

The Company finances its activities through a combination of reinvestment of cash generated and credit provided by fellow group undertakings. Financial instruments such as trade debtors and trade creditors arise directly from the Company's operating activities. Any risks associated with financial instruments are managed and reviewed at an UK Group level rather than at individual entity level.

### Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The Company manages this risk via cash generation from its operations, reinvestment of cash generated and credit facilities made available by fellow group undertakings.

### Credit Risk

Credit risk is the risk that counterparties to the Company will fail to honour their financial obligations. The nature of operations for the Company means that trade debtors are predominantly short-term with normal credit terms. The Company's exposure to credit risk is diluted across a large number of counterparties and customers, with no single significant debtor.

### Competitive and market risk

The principal risk facing the business is a reduction in attendance levels. This is affected by factors including competition, film production and film release. The Company mitigates this risk through our strategies to create the best possible guest experience, drive attendance and loyalty, as well as strategically managing a direct relationship between attendance levels, film costs, and fixed costs.

### Environment

The Odeon UK Group continues to take steps to reduce its impact on the environment and remains committed to doing so. In 2022 the UK Group invested in a project to install Voltage Optimisation systems in 82 of our sites, with the installation project starting in September 2022 and running through to 2023, the company has made continued efficiency savings in gas and electricity consumption. Waste reduction is also a priority, in particular through the sourcing of more recyclable and environmentally-friendly products. The UK Group continues to hold the Carbon Trust Standard for reducing its carbon emissions with a benchmarked absolute reduction of 4.7% over last accreditation period through improved carbon management and accounting, the Company commenced the new "Route to Net Zero" standard from the Carbon Trust in October 2022.

#### *Streamlined Energy and Carbon Reporting*

	2022	2021
UK energy use (GWh) <sup>1</sup>	7.576	6.697
Associated Greenhouse gas emissions (tCO <sub>2</sub> e) <sup>2</sup>	1,537	1,521
Intensity ratio – Emissions per £million Revenue (tCO <sub>2</sub> e/£millions)	99.63	138.3

<sup>1</sup> UK energy use includes gas, electric and transport usage across all activities of the Company. To calculate GWh, we divide the total KWh by a million.

<sup>2</sup> Greenhouse gas emissions are calculated by converting the usage data for each activity into emissions figures using a methodology approved by the Carbon Trust.

### Disclosure of information to auditor


The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## **Directors' Report** *(continued)*

### **Auditor**

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP ("EY") will therefore continue in office

By order of the board

DocuSigned by:  
  
7060B8B65209441...  
**NJ Williams**  
*Director*

8th Floor 1 Stephen Street,  
London,  
United Kingdom,  
W1T 1AT

20 July 2023

## Corporate Governance Report

For the year ended 31 December 2022, under The Companies (Miscellaneous Reporting) Regulations 2018, Odeon Cinemas Group Limited and its UK subsidiaries, including Odeon Cinemas Limited (the "Group") has applied the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council in December 2018) (the "Principles").

Set out below are details on how the Principles were applied during the financial year.

### Principle 1 – Purpose and Leadership

The Group puts our key values at the heart of everything we do:

- Fun & Passion;
- Quality & Service;
- Trust & Respect; and
- Cooperation & Accountability.

Posters are up across Group sites to draw attention to these key values to ensure engagement at all levels of the business.

In 2021, we launched our new brand purpose 'We Make Movies Better', focusing on developing world-class cinemas that deliver memorable entertainment experiences for our guests, whilst offering fantastic careers for our people.

We make movies:

- more immersive: with Luxe fully reclining seats offering optimum space and comfort; coupled with the very best in sight and sound innovation through bigger, better screens, including our own iSense brand and partnerships with IMAX and Dolby Cinema;
- more seamless: through investment in modern digital booking platforms and rewarding great value membership & subscription schemes;
- more delicious: with our wide selection of food and beverage options; and
- more memorable: thanks to our passionate and dedicated teams.

In 2022, due to the impact of the COVID-19 pandemic, we continued to work on the evolved Recovery Plan from 2021 with a focus on guests returning to cinemas. Whilst many support office colleagues are operating with some level of remote working the Recovery Plan has been tracked and shared widely via dedicated video calls, briefings, conferences and during team meetings. It has also been shared by managing directors via updates on the Group's Workplace social media platform, reaching all territories including cinema-based colleagues.

The Recovery Plan, purpose and key values all apply at a Group level. They are reviewed regularly, and the Group Executive Committee has a standing agenda to discuss and consider the progress of the Recovery Plan to ensure that the Group's purpose, key values and strategy align.

The Group has key policies in place including anti-bribery, anti-corruption and travel & expenses policies, amongst others. All policies and procedures are periodically reviewed and updated, approximately every year or 18 months, as deemed appropriate. The Legal and Compliance function of the Group has monitoring systems in place to ensure that regular reviews take place. To support our continued focus on governance, we have evolved our ways of working across a wider set of functions. The Legal and Compliance and People teams regularly meet to review the framework and update and sign off policies where change is needed.

The Group is focused on ensuring that our purpose and key values are always considered and promoted within all of our plans and activities. The Group has delegated certain decisions within the organisation and has reserved specific key matters that require a decision to be made at Group global majority shareholder level.

## Corporate Governance Report *(continued)*

### Principle 2 - Board Composition

The Board of the parent company of the Group comprises five directors: a Managing Director, a Chief Finance Director and three shareholder representatives who act as supervisory directors. The global majority shareholder of the Group has non-executive directors on its Board and is subject to Sarbanes-Oxley ("SOx") control measures and audit requirements.

The Board members have extensive combined experience of managing businesses and the expertise of the Board covers operational and functional elements of the Group. The Board regularly reviews its corporate governance procedures and looks for ways to improve them, as demonstrated by the adoption and implementation of the Principles.

The Group has a recruitment process which we apply in relation to the Board. Any proposed appointments are supported by a final sign off from the global majority shareholder. Throughout the selection process, due consideration is always given to the diversity and skill set those individuals can contribute to the Group.

The Board is provided with training on key areas, such as health & safety, crisis management and GDPR.

The Group has delegated authority levels in place which are communicated throughout the organisation, including in relation to recruitment and pay reviews, which are delegated to Managing Director / Chief Finance Director / departmental heads (as applicable). The Group delegation of authority policy sets out the approval limits including (without limitation) the cut off between (i) approvals permitted within the UK and (ii) those which require shareholder consent. The delegation of authority policy is reviewed on (at least) an annual basis and communicated to relevant colleagues.

### Principle 3 – Director Responsibilities

Each Board member has a clear understanding of their accountability and responsibilities. In addition, regular updates are shared on specific subjects to increase their knowledge and understanding.

All directors make declarations about any potential conflicts of interest at Board meetings.

The directors receive regular and timely information to allow them to undertake proper evaluation and to sufficiently prepare for meetings. Key information is prepared by the relevant internal function and those colleagues who produce documents and information for the Board are appropriately qualified and have sufficient time to prepare, challenge and assess the information prior to submission. Appraisals and performance review conversations are also carried out regularly with colleagues, so that any issues in relation to information being provided may be discussed at this time.

The Group also has an internal audit function in place.

### Principle 4 – Opportunity and Risk

The Board seeks out opportunities through its strategic review process whilst appropriately mitigating risk.

The Group takes a decentralised view on risk in that risk is managed appropriately by all colleagues in the work that they carry out.

The Global Internal Audit team complete an annual risk assessment process which receives input from the senior leadership of the business across the Group. The risks identified are scored against a consistent framework and ranked based on their score. The results are presented to the Group Executive Committee, the Audit Committee and leadership of the Group's global majority shareholder. This assessment is used to determine the Global Internal Audit Plan.

The Group has banding levels in place for operational staff and offers local incentives to encourage the whole work force.

## Corporate Governance Report *(continued)*

### Principle 4 – Opportunity and Risk *(continued)*

Short-term bonus schemes and long-term bonus plans are in place for senior management, which are assessed and approved at shareholder level. Local executives consider engagement and long-term and short-term aims of all colleagues when putting incentives forward for shareholder approval.

The Group has a delegation of authority policy in place to ensure that the appropriate level of diligence has been performed in understanding the obligations, risks, values and terms of any contracts entered into. In 2020, the business introduced a risk assessment form to be completed by contract owners within the business, in advance of contracts being signed. Completion of the form allows for risk factors to be considered and assessed against a scoring matrix. Once completed, the form needs to be approved by the managing director of the relevant territory to which it relates, in advance of signature. If the risk score is high, further internal review is carried out in order to assess whether or not it is appropriate for the contract to be signed. The SOx control measures in place across the Group also provide an additional layer of internal corporate governance controls.

### Principle 5 – Remuneration

Senior management remuneration is determined in accordance with the Compensation Committee Charter of the global majority shareholder and by its Compensation Committee.

Individual annual pay reviews are undertaken for salaried roles. Such reviews are performance based and benchmarked against the market to ensure that they are appropriate. Regarding annual general pay increases, these are benchmarked against the Consumer Price Index in each country or determined by national collective bargaining agreements and are approved by the Group's global majority shareholder.

The Group completes pay assessments across a number of the countries we operate in to maintain good practice and comply with local legislations. In the UK specifically the Group carries out monthly National Minimum Wage audits in the UK, reviews holiday pay processes and in the UK, carries out a gender pay assessment regularly. The Gender Pay Gap report for 2021 is published on the Group's website and can be found here: <https://www.odeoncinemasgroup.com/cr/odeon-gender-pay-gap-report/>. The Group also complies with an equal opportunities policy.

Remuneration processes are continually reviewed and assessed by the Board and the Compensation Committee of the global majority shareholder (which meets at least twice per year). Aligning the Group's remuneration structures with its long-term sustainable success is an aim and a focus for the Group.

### Principle 6 – Stakeholders

The Board promotes accountability and transparency with all internal and external stakeholders and is constantly looking to improve engagement with all stakeholders.

The strategic focus of the Group is centred on guests and colleagues – knowing that the secret to looking after our guests is looking after our people. Following the launch of our new listening survey in 2021, we conducted two further surveys in 2022 to further understand our colleagues' engagement in the business. The results are reviewed by leaders across the business and action planning takes place at all levels, including local teams.

In addition to the above surveys, the Group has put increased emphasis on its 'Our Incredible Differences' programme, launched in 2017, which promotes equity, inclusion and diversity, and the 'Be Well' programme which encourages colleagues to be mindful about their mental and physical wellbeing and encourages activities to help support it.

## Corporate Governance Report *(continued)*

### Principle 6 – Stakeholders *(continued)*

Communication with colleagues is carried out in a wide variety of ways via multiple channels – intranet, email, briefings, phone apps, notice boards, letters, conferences and regular team meetings are held across the Group. Colleagues with work email addresses can use the tools in the M365 suite such as video calling, Teams and instant messaging for collaboration and communication. Workplace (internal social media platform) is open to all colleagues and helps to promote colleague engagement, communication, and connection across the whole Group.

An online policy hub includes all new and updated policies and notifications are sent to appropriate colleagues informing them of any changes to policies and requesting confirmation they have read and understood them.

A new and improved whistle-blowing helpline, provided by an external organisation, was put in place for the Group in 2021. This is one of the ways in which the Group is taking steps to look after our people and our business, improve stakeholder engagement and corporate governance procedures.

The Group is committed to workforce training and development. Colleagues at all levels have an annual performance review with regular check ins and a personal development plan. Performance management criteria include behaviours aligned with the Group's key values. Regular training is carried out as needed in various roles, supported by training or learning activities undertaken through each colleague's own development plan. The Group's key values are woven explicitly into the Group's employment policies and procedures.

In 2022, we launched a new leadership framework and development programme to support the continued development of the Senior Leadership Team across the Group. The aim of this programme is that it will be rolled out across more leaders over the coming year and support a focus on future leadership requirements for the business.

The impact of the COVID-19 pandemic aside, the Group strives to comply with the Prompt Payment Code when dealing with suppliers and engages with customers via direct interaction with guests in cinemas, as well as through our guest relations teams in some territories.

From an environmental perspective, the business retains its Carbon Trust accreditation in the UK. The business has continued its focus on reducing its environmental emissions footprint with the introduction of new reporting systems and operational practices, trialled during the COVID-19 pandemic lockdown periods. Whilst the levels of consumption are increasing with trade, we continue to see lower overall levels of consumption in electricity, gas and GHG emissions. The Group has developed an ESG Environmental Sustainability Strategy with a roadmap which extends the focus from 2023 to 2025, to achieve our business impact milestones.

### **Section 172 Statement**

The Wates Corporate Governance Principles for Large Private Companies provides a framework for the Group to demonstrate how the Board makes decisions for the long-term success of the company and its stakeholders. It also helps demonstrate how the Board ensures that the Group complies with the requirements of s172(1)(a) to (f) of the Companies Act 2006 as more particularly set out below:

- (a) **the likely consequences of any decision in the long-term**  
See commentary on principles 1, 2, 3, 4 and 6 in the Corporate Governance section of the Directors' Report
- (b) **the interests of the company's employees**  
See commentary on principles 4, 5 and 6 in the Corporate Governance section of the Directors' Report
- (c) **the need to foster business relationships with suppliers, customers and others**  
See commentary on principle 6 in the Corporate Governance section of the Directors' Report
- (d) **the impact of the company's operations on the community and the environment**  
See commentary on principles 1 and 6 in the Corporate Governance section of the Directors' Report

## **Corporate Governance Report** *(continued)*

### **Section 172 Statement** *(continued)*

- (e) the desirability of the company maintaining a reputation for high standards of business conduct**  
See commentary on principles 1 and 3, 4 and 6 in the Corporate Governance section of the Directors' Report
  
- (f) the need to act fairly as between members**  
See commentary on principles 1, 2 and 3 in the Corporate Governance section of the Directors' Report

Throughout 2023, the Board will continue to review and challenge how the Group can improve engagement with each of its stakeholders and will continue to seek to promote the success of the company in each decision, having regard, at all times, to each of the factors set out in s172 of the Companies Act 2006.

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABC CINEMAS LIMITED**

### **Opinion**

We have audited the financial statements of ABC Cinemas Limited for the year ended 31 December 2022 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of comprehensive income, the Statement of changes in equity and the related notes 1 to 24, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included the following:

- We assessed the Company's going concern risks and assessment process including its reliance on financial support from a parent undertaking, Odeon Cinemas Group Limited ('OCGL'), and ultimately the US parent undertaking, AMC Entertainment Holdings, Inc. ('AMC') to service the external debt.
- We obtained management's going concern assessment, including the Odeon Cinemas Group Limited group cashflow forecast, which is the basis for the Company's reliance throughout the going concern period which covers the period to 30 September 2024.
- We evaluated the appropriateness of the methodology used as well as the calculations within management's cash flow forecast. We have tested the factors and assumptions included within the cashflow forecast calculation, including the facilities available to AMC. We tested management's assumptions within the cash flow by obtaining supporting evidence for assumptions used and applied sensitives to determine whether the methods used were appropriately sophisticated to be able to make an assessment for the entity.
- We obtained a copy of the letter of support provided by AMC and confirmed that the period referenced was consistent with the going concern period to 30 September 2024 reviewed and that the letter of support provided by AMC was unconditional.
- We held discussions with the EY audit team who conducted the audit work on the AMC going concern assessment. We obtained, and reviewed the audit work conducted, including consideration of the appropriateness of the methods used to calculate the cashflow forecasts, the covenant calculations and the sufficiency of the headroom and ability to support the Company.
- We challenged the Company's going concern disclosures included in the annual report and financial statements in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABC CINEMAS LIMITED** *(continued)*

### **Conclusions relating to going concern – (continued)**

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 to 30 September 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 12, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABC CINEMAS LIMITED *(continued)*

### Auditor's responsibilities for the audit of the financial statements

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

### *Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 102 and the Companies Act 2006) and the relevant direct and indirect tax compliance regulations in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its operations, anti-bribery and corruption regulations and GDPR.
- We understood how ABC Cinemas Limited is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures, including the Head of Legal. We corroborated our enquiries through reading the minutes of board meetings and those of the senior leadership team.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override. Where the risk was considered to be higher, we performed audit procedures to address each identified risk. These procedures included journal entry testing by selecting samples from the entire population of journals; identifying transactions that did not meet our expectations based on specified criteria and investigating these to gain an understanding and agreement to source documentation.

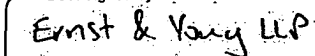
Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiry of senior management, and when applicable, those charged with governance, and reviewing of board meeting minutes to identify any non-compliance. We also verified that the Company's material transactions were recorded in compliance with FRS 102 and, where appropriate, the Companies Act 2006.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Use of our report

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

DocuSigned by:

Ernst & Young LLP

James Dixon (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor  
Manchester

20 July 2023

**Profit and Loss Account**  
*for the year ended 31 December 2022*

	<i>Note</i>	<b>2022</b> £000	2021 £000
<b>Turnover</b>	2	15,427	10,660
Cost of sales		(4,720)	(3,151)
		<hr/>	<hr/>
<b>Gross profit</b>		10,707	7,509
Distribution costs and administration expenses		(20,880)	(15,186)
Other operating income		-	878
<b>Operating loss analysed as:</b>			
<b>Before exceptional items:</b>			
Exceptional income	5	(5,843)	(6,269)
Exceptional costs	5	(4,330)	(530)
		<hr/>	<hr/>
		(10,173)	(6,799)
<b>Operating loss</b>		(10,173)	(6,799)
Loss on disposal of fixed assets		(1,858)	(85)
		<hr/>	<hr/>
<b>Loss before interest and taxation</b>		(12,031)	(6,884)
Interest payable and similar expenses	7	(8)	(67)
Other finance costs	8	-	(4)
		<hr/>	<hr/>
<b>Loss before taxation</b>	4	(12,039)	(6,955)
Tax on loss	9	-	-
		<hr/>	<hr/>
<b>Loss for the financial year</b>		<u>(12,039)</u>	<u>(6,955)</u>

All turnover and profits related to continuing activities.

The notes on pages 20-35 form an integral part of these financial statements.

**Statement of Other Comprehensive Income**  
*for the year ended 31 December 2022*

	<i>Note</i>	<b>2022</b> £000	2021 £000
<b>Loss for the year</b>		<b>(12,039)</b>	(6,955)
<b>Other comprehensive income / (loss)</b>			
Remeasurement of the net defined benefit pension asset	<i>16</i>	<b>(2,324)</b>	(680)
Effect of asset limit on remeasurement of net defined pension asset	<i>16</i>	<b>2,758</b>	1,189
		<hr/>	<hr/>
<b>Other comprehensive income for the year, net of income tax</b>		<b>434</b>	509
		<hr/>	<hr/>
<b>Total comprehensive loss for the year</b>		<b>(11,605)</b>	(6,446)
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 20-35 form an integral part of these financial statements.

**Balance Sheet**  
*at 31 December 2022*

	<i>Note</i>	<b>2022</b> <b>£000</b>	<b>2021</b> <b>£000</b>	<b>2021</b> <b>£000</b>
<b>Fixed assets</b>				
Tangible assets	<i>10</i>		6,571	10,669
<b>Current assets</b>				
Stock	<i>11</i>	150		197
Debtors: amounts due within one year	<i>12</i>	6,759		13,982
Cash at bank and in hand		-		-
		<u>6,909</u>		<u>14,179</u>
<b>Creditors: amounts due within one year</b>	<i>13</i>	<b>(3,134)</b>		<b>(5,734)</b>
<b>Net current assets</b>			<u>3,775</u>	<u>8,445</u>
<b>Total assets less current liabilities</b>			<b>10,346</b>	<b>19,114</b>
<b>Provisions for liabilities:</b>				
Onerous lease provision	<i>15</i>	(3,885)		(1,048)
			<u>(3,885)</u>	<u>(1,048)</u>
<b>Net assets</b>			<u><u>6,461</u></u>	<u><u>18,066</u></u>
<b>Capital and reserves</b>				
Called up share capital	<i>17</i>		27,439	27,439
Capital contributions reserve			56,348	56,348
Profit and loss account			(77,326)	(65,721)
<b>Shareholders' funds</b>			<u><u>6,461</u></u>	<u><u>18,066</u></u>

These financial statements were approved by the board of directors on  
were signed on its behalf by:

and

DocuSigned by:  
*Neil Williams*  
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**NJ Williams**  
*Director*

20 July 2023

The notes on pages 20-35 form an integral part of these financial statements.

## Statement of Changes in Equity

	Called up share capital	Capital Contributions Reserve	Profit and loss account	Total shareholders' equity
	£000	£000	£000	£000
Balance at 1 January 2021	27,439	56,348	(59,275)	24,512
Loss	-	-	(6,955)	(6,955)
Other comprehensive income	-	-	509	509
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(6,446)</b>	<b>(6,446)</b>
<b>Balance at 31 December 2021</b>	<b>27,439</b>	<b>56,348</b>	<b>(65,721)</b>	<b>18,066</b>

	Called up share capital	Capital Contributions Reserve	Profit and loss account	Total shareholders' equity
	£000	£000	£000	£000
Balance at 1 January 2022	27,439	56,348	(65,721)	18,066
Loss	-	-	(12,039)	(12,039)
Other comprehensive income	-	-	434	434
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(11,605)</b>	<b>(11,605)</b>
<b>Balance at 31 December 2022</b>	<b>27,439</b>	<b>56,348</b>	<b>(77,326)</b>	<b>6,461</b>

The notes on pages 20-35 form an integral part of these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

ABC Cinemas Limited (the "Company") is a company limited by shares and incorporated, domiciled and registered in the UK. The registered number is 3167622 and the registered address is 8th Floor 1 Stephen Street, London, United Kingdom, W1T 1AT.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

A parent of the Company, AMC, includes the Company in its consolidated financial statements. Those consolidated financial statements are drawn up in a manner equivalent to consolidated accounts and consolidated annual returns drawn up in accordance with the provision of the Seventh Directive (83/349/EEC). The consolidated financial statements (Form 10-K) of AMC are available to the public and may be obtained from Securities and Exchange Commission, Washington, DC 20549, USA. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period as required by paragraph 4.12(a)(iv) of FRS 102;
- Cash Flow Statement and related notes as required by paragraph 3.17(d) of FRS 102; and
- Key Management Personnel compensation as required by paragraph 33.7 of FRS 102.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

#### 1.2 Going concern and liquidity management

In common with many other businesses, the COVID-19 pandemic had a major impact on the Company and the Group. However, 2022 can be viewed as a year of recovery. Substantially all of the Group's cinemas were open throughout the year. Early in the year, certain countries had limited seating capacities and F&B restrictions, but by the end of the year all remaining restrictions had been lifted.

Industry attendance continued to be impacted by the COVID-19 pandemic. The pandemic resulted in the suspension of new movie production and studios postponing new film releases. The resultant production backlog resulted in fewer film releases during 2022 than typical pre-pandemic years, and industry attendance did not fully recover to pre-pandemic levels. A more robust slate of major movie releases is scheduled during 2023, which has generated optimism that attendance and revenue levels will continue to improve.

In response to the COVID-19 pandemic, the Group promptly adopted measures aimed at preserving liquidity including eliminating, reducing, and suspending non-essential expenditure and utilising government assistance wherever possible. Where appropriate, the Group continues such measures to further strengthen its financial position.

OCGL had an external £400.0m term loan (comprised of separate £140.0m and €296.0m tranches) that was drawn on 19 February 2021 and had a quarterly minimum liquidity covenant of £32.5m. The Group maintained compliance with this covenant since inception of the term loan. This term loan was due to mature on 19 August 2023. On 20 October 2022, the Group fully refinanced it. Finco issued \$400.0m (£351.9m) aggregate principal amount of its 12.75% Odeon Senior Secured Notes due 2027 ("Odeon Notes due 2027") at an issue price of 92.00%. The Odeon Notes due 2027 bear cash interest at a rate of 12.75% per annum which is payable semi-annually in arrears on 1 May and 1 November, beginning on 1 May 2023. The Odeon Notes due 2027 are guaranteed on a senior secured basis by certain subsidiaries of the Group and do not have a financial maintenance covenant.

The Group used the \$368.0m (£323.7m) net proceeds from the Odeon Notes Due 2027, along with \$146.7m (£129.0m) borrowings from AMC, to fund the full redemption of the Company's existing £400.0m term loan (comprised of separate £140.0m and €296.0m tranches) and to pay related accrued interest, fees, costs, premiums and expenses.

## Notes *(continued)*

### 1 Accounting policies *(continued)*

#### 1.2 *Going concern and liquidity management (continued)*

As at the balance sheet date, OCGL had two £130.0m loan facilities in place from AMCI. The principal owed was £130.2m, leaving £129.8m available to be drawn. In addition, on 20 October 2022, two further facilities from AMCI were executed for \$100m and \$50m, respectively, giving a total of £253.7m available to be drawn (assuming a USD:GBP exchange rate of 1.2103), represented by £129.8m available on the existing facilities and \$150.0m on the new facilities. The funding available from AMC is not limited to this amount. OCGL and all subsidiaries within the Group have received a letter of support from AMC which confirms that AMC has the ability to, and will provide the financial support required for the Company to meet its liabilities as and when they fall due for the period to 30 September 2024.

The Directors have prepared cash flow forecasts for the period to 30 September 2024 (the "Review Period"), based on the known film slate and a realistic expectation of industry recovery following the COVID-19 pandemic, including scenarios that take into account severe but plausible downsides. These forecasts indicate that, through this recovery period, the Group will likely require temporary funding from AMC. In all scenarios, the loan facilities that are available from AMC are more than adequate to cover the funding required.

Therefore, the Company is reliant on the financial support of AMC in order to continue as a going concern. As well as receiving the letter of support from AMC, the Directors have reviewed AMC's going concern evaluation and cashflow forecasts for the Review Period and as a result believe that AMC will be able to provide such support.

As at 31 March 2023, AMC had cash and cash equivalents, excluding restricted cash, of \$495.6m. AMC does not have any significant debt maturities in the Review Period. AMC believes its existing cash and cash equivalents, together with cash generated from operations, will be sufficient to fund its operations, satisfy its obligations, including cash outflows to repay rent amounts that were deferred during the COVID-19 pandemic and planned capital expenditures, and comply with minimum liquidity and financial covenant requirements under its debt covenants related to borrowings for at least the next twelve months.

In conclusion, the Directors have a reasonable expectation that the support from AMC will continue to be available for the Review Period and therefore the Company has adequate resources to continue operating for the foreseeable future. Accordingly, the Directors have prepared the financial statements on the going concern basis.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

#### 1.4 Basic financial instruments

##### *Trade and other debtors / creditors*

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

##### *Interest-bearing borrowings classified as basic financial instruments*

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

#### 1.5 Tangible fixed assets

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

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

The Company assesses at each reporting date whether tangible fixed assets are impaired. An impairment would be recorded when an assets carrying amount exceeds its recoverable value. The recoverable value is the higher of the assets fair value less cost to sell and its value in use.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives or depreciation rate are as follows:

- Freehold buildings - 50 years
- Long leasehold property - over the period of the lease to a maximum of 50 years
- Short leasehold property - over the period of the lease
- Plant, fixtures and fittings - 3 – 20 years

Land is not depreciated. Assets under construction (the construction and redevelopment of cinemas) are not depreciated as these assets are not available for use in the business.

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

#### 1.6 Stock

Stock is stated at the lower of cost and net realisable value.

## Notes *(continued)*

### 1 Accounting policies *(continued)*

#### 1.7 Impairment

The carrying amounts of the Company's assets are reviewed for impairment when events or changes in circumstances up to the year end indicate that the carrying amount of the fixed assets of income-generating units may not be recoverable. Indications include the recognition of an onerous lease provision in relation to specific income-generating units. If this or any other such indication exists, the recoverable amount is estimated and an appropriate impairment loss is recognised.

#### *Reversals of impairment*

An impairment loss is reversed where the recoverable amount increases as a result of a change in economic conditions or in the expected use of the asset.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### 1.8 Employee benefits

##### *Defined contribution plans and other long term employee benefits*

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

##### *Defined benefit plans*

The Company operates a pension scheme providing benefits based on final pensionable pay. The assets of the schemes are held separately from those of the Company. The schemes have been closed to future benefit accrual for a number of years.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The entity's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The entity determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate as determined at the beginning of the annual period to the net defined benefit liability/(asset) taking account of changes arising as a result of contributions and benefit payments.

The discount rate is the yield at the balance sheet date on AA credit rated bonds denominated in the currency of, and having maturity dates approximating to the terms of the Company's obligations. A valuation is performed annually by a qualified actuary using the projected unit credit method. The Company recognises net defined benefit plan assets to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan.

Changes in the net defined benefit liability arising from employee service rendered during the period, net interest on net defined benefit liability, and the cost of plan introductions, benefit changes, curtailments and settlements during the period are recognised in profit or loss.

Remeasurement of the net defined benefit liability/ (asset) is recognised in the statement of other comprehensive income.

#### 1.9 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

**Notes** *(continued)***1 Accounting policies** *(continued)***1.10 Turnover**

Turnover represents amounts charged to customers for goods, services and property rental income, stated net of value added tax. Box office revenue is recognised on the date of film showing, food and beverage revenue at the point of sale, and screen advertising and rental income over the period which the income relates to. Gift card revenue is recognised on redemption and via breakage to reflect expiry of unused gift cards.

**1.11 Expenses***Operating leases*

Rental costs under operating leases are charged to the profit and loss account over the period of the lease on a straight line basis. Certain leases contain inflation-driven rental uplifts with pre-determined minimums and the amount payable in respect of these uplifts is charged to the profit and loss account as it arises. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Provision is made for lease commitments on certain leasehold properties based on the expected exposure. The amount provided is based either on the future rental net of risk adjusted anticipated operating profit from trading, discounted using a risk free discount rate, or management's best estimate of the expected exposure. Provision is made for the remaining period of the leases identified, subject to a maximum of 25 years, after which the directors consider the impact of discounting upon the rental and trading projections renders them immaterial.

*Exceptional items*

In order for items to be classified as exceptional in the financial statements, they must be significant in value and be one-off or non-recurring.

*Pre-opening costs*

Operating costs incurred before a new cinema is opened are written off to the profit and loss account as incurred.

*Interest receivable and interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

**1.12 Taxation**

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

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

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.13 Government Grants

Government grants are recognised where there is reasonable certainty that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods that the related costs, for which it is intended to compensate, are expensed.

### 2 Turnover

	2022 £000	2021 £000
Admissions revenue	9,064	5,887
Food and beverage revenue	3,982	2,650
Screen advertising income	778	321
Other revenues	1,603	1,802
	<hr/>	<hr/>
Total turnover	15,427	10,660
	<hr/> <hr/>	<hr/> <hr/>

### 3 Directors' remuneration

	2022 £000	2021 £000
Directors' remuneration	136	128
Company contributions to defined contribution pension schemes	11	9
	<hr/>	<hr/>
	148	137
	<hr/> <hr/>	<hr/> <hr/>

In both the current and the prior year the directors' emoluments were borne by Odeon Cinemas Limited. Remuneration is recharged across the Group based on turnover, the recharged amounts are disclosed in this note. The remuneration of the highest paid director was £1,255,000 (2021: £1,169,000).

	Number of directors	
	2022	2021
Retirement benefits were accrued to the following number of directors under:		
Defined benefit schemes	-	-
	<hr/> <hr/>	<hr/> <hr/>
The number of directors in respect of whose service shares were received or receivable under long-term incentive schemes	4	4
	<hr/> <hr/>	<hr/> <hr/>

## Notes *(continued)*

### 4 Loss before taxation

	2022	2021
	£000	£000
<i>Loss before taxation is stated after charging / (crediting):</i>		
Depreciation:		
- Owned assets	1,267	1,368
Loss on disposal of fixed assets	1,858	85
Property rental income	-	(90)
Operating lease rentals:		
- Property	3,274	2,565
Government grants received	-	(878)
Exceptional items		
- Net operating expense: severance payments	31	-
- Net operating expense: change in provision for onerous lease commitments	2,829	189
- Net operating expense: impairment of assets	1,289	1
- Net operating expense: stock compensation / EIP vesting / professional fees	181	340
	181	340

#### *Auditor's remuneration*

The audit costs for 2022 & 2021 were borne by a fellow subsidiary.

In 2022 the Company's share of Auditors' remuneration was £15,000 (2021: £15,000).

### 5 Exceptional items

The onerous lease provision was revised to reflect the current estimate resulting in a net exceptional charge to the Profit and Loss Account of £2,829,000 (2021: £189,000).

The exceptional net impairment of assets totalled £1,289,000 (2021: £1,000).

Stock compensation, EIP vesting and professional fees incurred relating to one off accounting projects and other projects amounted to an exceptional charge to the Profit and Loss Account of £181,000 (2021: £340,000).

Severance costs totalled £31,000 (2021: £nil).

## Notes *(continued)*

### 6 Staff numbers and costs

The average number of persons employed by the Company during the year was as follows:

	Number of employees	
	2022	2021
Cinemas & other	320	312

The aggregate payroll costs of these persons were as follows:

	2022	2021
	£000	£000
Wages and salaries	6,447	4,736
Social security costs	132	34
Pension costs	87	16
	<u>6,665</u>	<u>4,786</u>

### 7 Interest payable and similar expenses

	2022	2021
	£000	£000
Unwinding of discount on provisions <i>(see note 16)</i>	8	67

### 8 Other finance costs

	2022	2021
	£000	£000
Expected return on pension scheme assets <i>(note 17)</i>	729	602
Interest on pension scheme liabilities <i>(note 17)</i>	(548)	(448)
Interest effect of asset limit	(181)	(158)
	<u>-</u>	<u>(4)</u>

## Notes (continued)

### 9 Taxation

#### Total tax charge recognised in the profit and loss account, other comprehensive income and equity

	2022 £000	2022 £000	2021 £000	2021 £000
<i>Current tax</i>				
Current tax on loss for the year	-		-	
Total current tax	-	-	-	-
<i>Deferred tax</i>				
Origination and reversal of timing differences	-		-	
Total deferred tax	-	-	-	-
Total tax	-	-	-	-

	2022 £000	2022 £000	2022 £000	2021 £000	2021 £000	2021 £000
	Current tax	Deferred tax	Total Tax	Current tax	Deferred tax	Total tax
Recognised in profit and loss account	-	-	-	-	-	-

#### Reconciliation of effective tax rate

	2022 £000	2021 £000
Loss before taxation	(12,039)	(6,955)
Tax using the UK corporation tax rate of 19% (2021: 19%)	(2,287)	(1,321)
Expenses not deductible for tax purposes	90	113
Deferred tax not recognised	2,197	1,208
Total tax charge included in profit or loss	-	-

The Finance Bill 2021 included provisions for the main UK Corporation tax rate to increase to 25% from 1 April 2023. This change was substantively enacted on 24 May 2021 and therefore is reflected as appropriate in the deferred tax calculations.

## Notes (continued)

### 10 Tangible assets

	Freehold land & buildings £000	Leasehold land & buildings £000	Vehicles, fixtures & equipment £000	Assets in the course of construction £000	Total £000
<i>Cost</i>					
At beginning of year	570	25,455	30,557	239	56,821
Additions	-	-	-	532	532
Transfers from assets in course of construction	(67)	71	760	(764)	-
Disposals	(538)	(7,517)	(18,348)	-	(26,403)
Transfer between Group companies	35	(30)	(217)	-	(212)
<b>At end of year</b>	<b>-</b>	<b>17,979</b>	<b>12,752</b>	<b>7</b>	<b>30,738</b>
<i>Depreciation and impairment</i>					
At beginning of year	139	20,708	25,305	-	46,152
Charge for the year	-	551	716	-	1,267
Impairment	-	470	819	-	1,289
On disposals	(175)	(7,126)	(17,244)	-	(24,545)
Transfer between Group companies	36	-	(32)	-	4
<b>At end of year</b>	<b>-</b>	<b>14,603</b>	<b>9,564</b>	<b>-</b>	<b>24,169</b>
<i>Net book value</i>					
<b>At 31 December 2022</b>	<b>-</b>	<b>3,376</b>	<b>3,188</b>	<b>7</b>	<b>6,571</b>
At 31 December 2021	431	4,747	5,252	239	10,669

The net book value of land and buildings comprises:

	2022 £000	2021 £000
Freehold	-	431
Short leasehold	3,376	4,747
	<b>3,376</b>	<b>5,178</b>

As at 31 December 2022, a review was performed to establish whether or not there were any indications of impairment to the carrying amount of tangible fixed assets. The review concluded that an impairment charge of £1,289,000 (2021: £1,000) was required for a combination of sites newly included in the onerous lease provision, whose tangible fixed asset values have been written down, and seating, where the useful economic life has been adjusted from 15 years to 7 years following a review. The approach to asset impairment reviews is described in more detail in note 1.7.

### 11 Stock

	2022 £000	2021 £000
Goods for resale	150	197

## Notes (continued)

### 12 Debtors: amounts due within one year

	2022 £000	2021 £000
Other debtors	28	270
Amounts owed by fellow subsidiary undertakings	5,775	12,902
Prepayments and accrued income	956	810
	6,759	13,982
	6,759	13,982

The intra-group loan is non-interest bearing and repayable on demand.

### 13 Creditors: amounts due within one year

	2022 £000	2021 £000
Trade creditors	263	2,415
Accruals and deferred income	2,871	3,303
Other creditors	-	16
	3,134	5,734
	3,134	5,734

### 14 Deferred tax assets and liabilities

A deferred tax asset of £4,960,000 (2021: £1,902,000) has not been recognised on the basis that the Company is not expected to generate sufficient taxable profits in future years that will not be covered by group relief with which to offset losses.

### 15 Provisions for liabilities

	Onerous lease provision £000
At beginning of year	1,048
Unwinding of discount	8
Adjustments to provision	2,829
Amount utilised during the year	-
	3,885
<b>At end of year</b>	<b>3,885</b>

#### *Onerous lease provision*

Provision has been made for lease commitments and claims relating to a property. The amount provided is based on the future rental obligations, net of anticipated operating profit from trading (risk adjusted as appropriate) discounted to present value at a discount rate of 3.73%. Given the long term nature of the leases and the estimates involved in making the provision, there is inherent uncertainty attached to the provision. The leases included within the provision have an end date between September 2026 and June 2038.

## Notes (continued)

### 16 Employee benefits

The Company participates in a defined benefit pension scheme, the ABC Cinemas Limited Pension Scheme (the "ABC plan"). Assets of the schemes are held separately from those of the Company in independently administered funds.

#### Defined benefit scheme

The information disclosed below is in respect of the whole of the plans for which the Company is either legally responsible or has been allocated a share of cost under an agreed group policy throughout the periods shown.

#### Net pension asset

The principal assets, liabilities and movements included in these financial statements for the defined benefit scheme are summarised as follows:

	2022 £000	2021 £000
Defined benefit obligation	(20,186)	(31,537)
Plan assets	27,901	41,825
	<hr/>	<hr/>
Asset	7,715	10,288
Effect of asset limit	7,715	10,288
	<hr/>	<hr/>
Net pension asset recognised	-	-
	<hr/>	<hr/>
Actuarial gain in other comprehensive income	-	-
	<hr/> <hr/>	<hr/> <hr/>

The fair value of the scheme's assets, which are not intended to be realised in the short term and may be subject to significant change before they are realised, and the present value of the scheme's liabilities, which are derived from cash flow projections over long periods and thus inherently uncertain, are shown in the table above.

The ABC plan is closed to new members and is closed to future accrual from 1 November 2009. The latest full actuarial valuation for the ABC Plan was carried out at 30 April 2021 and was updated for FRS 102 purposes to 31 December 2022 by a qualified independent actuary.

The Company employs a building block approach in determining the long-term rate of return on pension plan assets. Historical markets are studied and assets with higher volatility are assumed to generate higher returns consistent with widely accepted capital market principles. The assumed long-term rate of return on each asset class is set out within this note. The overall expected rate of return on assets is then derived by aggregating the expected return for each asset class over the actual asset allocation.

#### Movements in present value of defined benefit obligation

	2022 £000	2021 £000
At 1 January	31,537	32,754
Interest expense	548	448
Actuarial (gain) / loss on scheme liabilities	(9,726)	(93)
Benefits paid	(2,173)	(1,572)
	<hr/>	<hr/>
At 31 December 2022	20,186	31,537
	<hr/> <hr/>	<hr/> <hr/>

## Notes (continued)

### 16 Employee benefits (continued)

#### Movements in fair value of plan assets

	2022 £000	2021 £000
At 1 January	41,825	44,073
Interest income	729	602
Administrative expenses paid from plan assets	(430)	(505)
Actuarial (loss) / gain on scheme assets	(12,050)	(773)
Benefits paid	(2,173)	(1,572)
	<u>27,901</u>	<u>41,825</u>

#### Income recognised in the profit and loss account

	2022 £000	2021 £000
Net interest on net defined benefit liability	-	4

#### Income recognised in other comprehensive income

	2022 £000	2021 £000
Effect of changes in assumptions	(11,019)	(481)
Effect of experience adjustments	1,293	388
(Return) on plan assets (excluding interest income)	12,050	773
Change in asset ceiling (excluding interest income)	(2,758)	(1,189)
	<u>(434)</u>	<u>(509)</u>

The fair value of the plan assets and the return on those assets were as follows:

	2022 Fair value £000	2021 Fair value £000
<b>Fair value of plan assets:</b>		
Debt instruments	27,745	41,686
Cash and cash equivalents	156	139
	<u>27,901</u>	<u>41,825</u>
<b>Total</b>	<u>27,901</u>	<u>41,825</u>
Actual return on plan assets	<u>(11,321)</u>	<u>(171)</u>

## Notes (continued)

### 16 Employee benefits (continued)

Principal actuarial assumptions (expressed as weighted averages) at the year end were as follows:

	2022 %	2021 %
Discount rate	5	1.8
Rate of increase in salaries	2.8	3.0
Rate of increase in pensions-in-payment	2.7	2.9
Rate of increase in pensions in deferred pensions	3.2	3.0
Inflation assumption	3.2	3.4

The mortality assumptions are based on standard mortality tables which allow for future mortality improvements. The assumptions are that a member currently aged 65 will live on average for a further 21.6 years. (2021: 21.5 years).

For a member aged 40 in 2022, retiring in 25 years' time, the assumptions are that they will live on average for a further 24.5 years after retirement (2021: 24.4 years).

The pension cost relating to the defined benefit scheme is assessed in accordance with the advice of independent qualified actuaries using the projected unit method. As the ABC plan is closed to new members and future accrual, the current service cost is nil. Special deficit reduction contributions were not made in the year. These rates are subject to review at future actuarial valuations.

### 17 Capital

#### Share capital

	2022 £000	2021 £000
<i>Allotted, called up and fully paid:</i>		
2 Ordinary shares of £1 each	-	-
27,438,810 Preference shares (non-redeemable) of £1 each	27,439	27,439
	<u>27,439</u>	<u>27,439</u>

*The principal rights attached to the share capital are set out below:*

#### Income

Any profits which the Company may determine to distribute in respect of any financial year shall belong to and be distributed amongst the holders of the preference shares and the holders of the ordinary shares as follows:

- (a) firstly, to the extent that the holders of preference shares have not then received the preferred participation of such shares, in paying to the holders of the preference shares the amount by which the aggregate amount previously paid by the Company to the holders of the preference shares (in that capacity) is less than the preferred participation of such shares. To the extent that the profits that the Company determines to distribute are less than the aggregate preferred participation of all of the preference shares, such profits shall be applied among the holders of the preference shares pro rata to the respective preferred participation of the preference shares held by them; and
- (b) no dividend or other distribution shall be declared or paid on the ordinary shares unless or until the Company shall have paid to the holders of the preference shares the aggregate preferred participation of all of the preference shares. No dividend or distribution shall be declared or paid on any preference shares in excess of the preferred participation of that share.

#### Voting rights

The ordinary shares confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the Company.

## Notes *(continued)*

### 17 Capital *(continued)*

The preference shares confer on each holder thereof the right to receive notice of, attend and speak at all general meetings but not any right to vote.

#### *Capital*

On a return of capital on liquidation, dissolution or winding up of the Company either voluntary or involuntary or other return of capital, the surplus assets of the Company remaining after the payment of its liabilities ("the Surplus") shall be applied as follows:

(a) first, to the extent that the holders of the preference shares have not received the preferred participation of each preference share held by them in paying to the holders of the preference shares the amount by which the aggregate amount previously paid by the Company to the holders of the preference shares (in that capacity) is less than the preferred participation of each preference share held by them and if the Surplus is less than the aggregate preferred participation of all of the preference shares, the Surplus shall be applied among the holders of the preference shares pro rata to the respective preferred participations of the preference shares held by them; and

(b) the balance (if any) of the Surplus remaining after the payments above shall belong to the holders of the ordinary shares according to the amounts paid on the nominal amount thereof.

#### *Dividends*

After the balance sheet date no dividends (2021: *£nil*) were proposed by the directors.

### 18 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2022 £000	2021 £000
Less than one year	3,786	3,602
Between one and five years	13,773	13,145
More than five years	22,275	24,058
	<u>39,834</u>	<u>40,805</u>

During the year £3,274,000 was recognised as an expense in the profit and loss account in respect of operating leases (2021: £2,565,000).

### 19 Government grants

Government grants have been received during the year under the Omicron Hospitality and Leisure Grants scheme. During the year, the Company received £40,000 of Government Grants. In 2021, £878,000 was received under the UK Government's Coronavirus Job Retention Scheme ("CJRS"), from which the Company claimed grants for employees who were placed on furlough.

### 20 Commitments

There were no capital commitments at the end of the financial year (2021: *none*).

The Company has no contractual commitments relating to the building of new sites at the end of the financial year for which no provision has been made (2021: *£nil*).

### 21 Related parties

#### *Identity of related parties with which the Company has transacted*

The Company has taken advantage of the exemption in paragraph 33.1A of FRS 102 *Related Party Disclosures* not to disclose transactions with wholly owned subsidiaries within the same group.

#### *Other related party transactions*

## Notes (continued)

### 21 Related parties (continued)

	Sales to		Administrative expenses incurred from	
	2022 £000	2021 £000	2022 £000	2021 £000
Entities with control, joint control or significant influence (Joint Ventures)	778	320	-	-

	Receivables outstanding		Creditors outstanding	
	2022 £000	2021 £000	2022 £000	2021 £000
Entities with control, joint control or significant influence (Joint Ventures)	-	-	-	-

### 22 Accounting estimates and judgements

#### Key sources of estimation uncertainty

The Directors consider the amounts provided in relation to onerous leases and the defined benefit pension scheme to be areas of significant judgement and estimation. Details regarding the carrying values involved and the key assumptions made are discussed further for onerous leases in note 15 and for the defined benefit pension scheme in note 16.

### 23 Ultimate parent company and controlling party

AMC is the ultimate parent undertaking of the Company.

No one entity or individual has control of, or significant influence over, AMC.

The results of this Company are consolidated into the results of AMC. The registered office is 11500 Ash Street, Leawood, KS 66211, USA. The consolidated financial statements of this group are available to the public and can be obtained from <http://investor.amctheatres.com/sec-filings>. AMC is both the smallest and largest Group of which the Company is a member and for which group financial statements are prepared.

### 24 Contingencies

As at 31 December 2022, the Company (along with certain other companies of the Odeon Cinemas Group), as continuing security for the payment and discharge of the Odeon Notes due 2027, has charges in favour of US Bank Trust Company, National Association (as Security Agent for itself and the other secured parties) with full title guarantee over certain assets; including shares in all other guarantors, bank accounts, intercompany receivables, certain intellectual property rights and certain other assets including a customary floating charge.