

# COMPANY INFORMATION DISCLOSURE

Last updated: 17/02/2008

This document is available from the company website at:

[www.entertainmentonegroup.com](http://www.entertainmentonegroup.com)

In conjunction with the website, this document contains all of the information which is necessary to comply with the requirements of Rule 26 of the AIM Rules for Companies – ‘Company information disclosure’.

## Business Description and Strategy

Entertainment One Group is a leading international independent entertainment business operating in the UK, Canada, the USA and the Benelux. The Group is split into two main divisions –

- Entertainment - acquires and exploits entertainment rights across all media including filmed entertainment rights (theatrical, DVD, TV and digital) and music rights from established artists and exploits its catalogue assets across both physical and digital formats
- Distribution - owns distribution channels to retailers in territories and media where it can capture additional margin and improve delivery of products to consumers

Entertainment One was admitted to trading on the AIM market of the London Stock Exchange on 29th March 2007. Since then the company has announced three acquisitions. On 14th May 2007 the group acquired Navarre Entertainment Media Inc, a distributor of independent music labels in the United States. On 14th June 2007 the group acquired Contender Entertainment Group, the leading independent distributor of filmed entertainment on DVD in the UK. On 20th August 2007 the group announced the acquisition of Seville Entertainment Inc. a leading Canadian film distribution company and entertainment rights owner. On 20th September 2007 the group announced it had signed a multi territory all rights deal with film studio, Summit, for the UK and Canadian rights. On 9th January 2008 the group announced the acquisition of RCV Entertainment BV, a leading film distributor in the Benelux.

These deals support the strategy to build the group into a leading international independent content owner and distributor.

The group believes there are strong drivers that support the growth strategy

- Market Based on attractive long-term dynamics in the filmed entertainment distribution market we anticipate strong market growth with global revenues in Video Entertainment and TV Broadcast increasing from \$210bn in 2006 to \$319bn by 2011 (+8.8% CAGR)\*
- Channel Shift Distribution channels are evolving making ownership of content rights key
- Financial Return Content ownership model has consistently delivered strong financial returns for players with scale
- Multi Territory Platform Scale is driven by access to content rights across multiple territories

\* Source: *Global Entertainment & Media Outlook; 2007 – 2011, PriceWaterhouseCoopers*



The group's strategy breaks down into three key areas:

- Optimising the existing business
  - Consolidate and leverage off our existing market and geographic position
  - Capitalise on cost synergies and scale opportunities offered by strength of core businesses
- Enhancing content ownership
  - Expand content catalogue across all media
  - Develop content library – acquire long term rights (12 to 25+ years)
  - Exploit cost synergies and scale opportunities
- Expanding into new territories
  - Expand content exploitation - theatrical, DVD, online/digital
  - Develop content library – acquire long term (12 to 25+ years) and worldwide rights
  - Reduce risk through multi territorial content distribution
  - Exploit cost synergies and scale opportunities

## GOVERNANCE

### Directors names and biographies

#### **David Williams, Non Executive Chairman (55)**

David has 35 years experience in the investment market. He has served as Chairman in both executive and non-executive capacities for a number of companies, both public and private. He has overseen the development of these companies through both organic and acquisitive growth as well as dealing with turnaround situations. David is currently Chairman of Aldgate Capital Plc, Augean PLC, Drury Lane Capital Plc, Marwyn Value Investors Limited, Marwyn Value Investors II Limited, Silverdell Plc and ZETAR Plc as well as Marwyn Investments Group and its subsidiary companies.

#### **Darren Throop, Chief Executive Officer (43)**

Darren has 11 years of executive management experience in the home entertainment products industry. Darren has been Chief Executive Officer of Entertainment One since July 2003 and has been in the group since 1999. Previously Darren was the owner of Urban Sound Exchange between 1991 and 1999 when it was acquired by CD Plus.

#### **Patrice Theroux, President Global Filmed Entertainment (45)**

Patrice has over 20 years of experience in the motion picture distribution industry and until June 2006 was President and CEO of Motion Picture Distribution LP, where he managed one of the world's leading independent distribution operations, including MPD in Canada, Momentum Pictures in the United Kingdom and Aurum Producciones in Spain.

#### **Giles Willits, Group Chief Financial Officer (41)**

Giles joined the executive board of Entertainment One in May 2007 having previously been Director of Group Finance at J Sainsbury plc since 2005. Prior to joining Sainsbury, Giles spent six years at Woolworths Group plc where he was most recently Group Corporate Development Director and Interim Group Finance Director. During his time at Woolworths Group he was also Finance Director of Entertainment UK Limited, the largest wholesale distributor of home entertainment products in the UK, and MVC Entertainment Limited, the home entertainment retailer. He has previously held a number of finance and general management positions within Kingfisher plc and Freemans Plc. Giles is a chartered accountant having qualified with PricewaterhouseCoopers.

#### **Bob Allan, Non-Executive Director (61)**

Between 1997 and 2006, Bob was Vice-President of MDS Capital Corp, a North American venture capital company engaged in health and life science investments. Previously, Bob was Vice-President Financial Operation at the laboratory services division of MDS Inc., a public health and life sciences company. Prior to joining MDS, Bob was a Vice-President of Unitel Communications Inc.. Bob is a Chartered Accountant and a member of the Canadian Institute of Chartered Accountants

***Sir George Bain, Non-Executive Director (69)***

Sir George has over 40 years of academic and professional experience in the field of economics. Sir George was Principal of the London Business School between 1989 and 1997 and President and Vice-Chancellor of The Queen's University of Belfast between 1998 and 2004. He was previously a non-executive director of Blackwell Publishers Ltd, The Economist Group, the Northern Ireland Advisory Board of the Bank of Ireland and the Canada Life Assurance Company. Sir George is currently a non-executive director of The Canada Life Group (UK) Ltd, Electra Private Equity Plc, Bombardier Aerospace Shorts Brothers Plc, Canada Life Capital Corporation and Iain More Associates.

***Clare Copeland, Non-Executive Director (72)***

Clare is currently the chief executive of Falls Management Company, a commercial development and casino in Niagara Falls, Ontario, Canada. Clare is also chairman of Toronto Hydro Corporation, a Canadian electricity provider. Between 2000 and 2002 Clare was chairman and chief executive of OSF Inc., a manufacturer of retail store interiors. Between 1993 and 1999, he was chief executive of People's Jewellers Corporation, a jewellery retailer. Clare is also currently a trustee of Chesswood Income Trust, Custom Direct Income Fund and RioCan Real Estate Investment Trust and a director of Danier Leather Inc.

***James Corsellis, Non-Executive Director (37)***

James is a managing partner of Marwyn Investment Management LLP. James was previously Chief Executive Officer of icollector plc, a leading provider of live auction trading platforms. Over the past two years at Marwyn, James has undertaken 21 transactions raising in excess of £600 million in acquisition funding for Marwyn backed management teams and special purpose acquisition vehicles. He is currently a director of Marwyn Investments Group Limited, Aldgate Capital Plc, Drury Lane Capital Plc, Concateno Plc and deputy chairman of Catalina Holdings Ltd and is a member of Marwyn Capital LLP.

***Garth Girvan, Non-Executive Director (58)***

Garth is currently a partner at the Canadian law firm McCarthy Tétrault LLP having joined the firm in 1978. Garth is currently a non-executive director of the Canadian entertainment company Imax Corporation and the Canadian beverage distributor Corby Distilleries Limited and was previously a director of Silcorp Limited. Garth is called as a barrister in Ontario (1978), Alberta (1982) and New York (1986).

***Mark Opzoomer, Non-Executive Director (50)***

Mark is currently CEO of Rambler Media Limited (AIM, RMG.L.), one of the largest internet portals in Russia with over 35 million monthly visitors and over 2.5 billion monthly page views. Previously Mark was the Managing Director and Regional Vice-President of Yahoo! Europe from July 2001 to December 2003, where he successfully restored growth by focusing on specific product lines. Prior to joining Yahoo! Europe, Mark was Deputy Chief Executive of Hodder Headline plc, a LSE-listed book publishing company, and previously Commercial and Finance Director of Sega Europe Ltd and Commercial Director of Virgin Communications Ltd. Mark is one of the founding partners and a director of Bond Capital Partners Ltd, a provider of late stage structured finance to mid-market companies in Europe. Mark is also a director of Newbay Software Limited, Web Reservations International Ltd, MIVA Inc., and Blinkx plc. Mark is a chartered accountant, a member of the Canadian Institute of Chartered Accountants, and has an MBA from IMD, Lausanne, Switzerland.

***Mark Trachuk, Non-Executive Director (46)***

Mark is currently a partner at the Canadian law firm Osler, Hoskin & Harcourt LLP. Mark practised in Osler's London office from 1991 to 1994 and 1996 to 1999 when he was managing partner and spent extended periods in Asia practising in Osler's Singapore office. Mark is called as a barrister and solicitor in Ontario (1989) and British Columbia (1993) and is qualified as a solicitor in England and Wales (1993).

## Board of Directors' Responsibilities

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The Directors recognise the value of the Combined Code and endeavour to comply with the Combined Code, taking into account the size and nature of the Company. The Company seeks to follow the recommendations on corporate governance of the Quoted Companies Alliance for companies whose shares are traded on AIM. The Board has established an Audit Committee, a Nominations Committee, a Remuneration Committee and an Acquisitions Committee with formally delegated duties and responsibilities.

The Audit Committee is chaired by James Corsellis and its other members are David Williams and Bob Allan.

The Remuneration Committee is chaired by David Williams and its other member is James Corsellis.

The Nominations Committee is chaired by James Corsellis and its other members are Mark Trachuk and Clare Copeland.

The Acquisitions Committee is chaired by Darren Throop and its other members are James Corsellis, Giles Willits, Patrice Theroux, Sir George Bain and Mark Trachuk.

## Committees Responsibilities

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### **Audit Committee**

The Audit Committee will receive and review reports from management and the Company's auditors relating to the annual and interim accounts and the accounting and internal control systems in use throughout the Enlarged Group.

### **The Remuneration Committee**

The Remuneration Committee will review the scale and structure of the Executive Directors and senior managers' remuneration and the terms of their service contracts. The remuneration and terms and conditions of appointment for the Non-Executive Directors is set by the Board.

### **The Nominations Committee**

The Nominations Committee will review the size, structure and composition of the Board and identify and nominate suitable candidates for the approval of the Board to fill vacancies as and when they arise.

### **The Acquisitions Committee**

The Acquisitions Committee will source and identify potential acquisitions, negotiate the terms of any potential acquisition and coordinate due diligence, negotiations and preliminary documentation subject to full Board approval.

## SHARE INFORMATION

### **Other exchanges or trading platforms where Entertainment One securities are admitted or traded:**

Entertainment One Ltd. securities are not traded, or admitted to be traded on any exchanges or trading platforms other than AIM.

### **The number of securities in issue (noting any held as treasury shares):**

129,996,149



## Percentage of AIM securities not in public hands:

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The number of Entertainment One Ltd. securities which are not in public hands is 67.31%.

## Identity and percentage holdings of significant shareholders:

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	%
Morstan Nominees Limited	26.73%
Vidacos Nominees Limited	23.73%
Marwyn Neptune Fund LP	15.39%
Vesuvius Limited	9.23%
HSBC Global Custody Nominee (UK)	5.84%
Mr Richard Bridgwood	4.38%
Goldman Sachs International	3.16%

## CONTACTS & ADVISORS

### Country of Incorporation:

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Entertainment One Ltd. is incorporated in the Cayman Islands with registered number 180279

As Entertainment One Ltd is not incorporated in the UK rights of shareholders may be different from the rights of shareholders in a UK incorporated company.

### Main Country of Operation:

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The company's principal place of business is located in Jersey.

The company has business units across a number of countries including Canada, USA and the UK. No one of the company's business units in any one country is materially more significant than any other in relation to the company's profits.

### Nominated advisors:

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#### Nominated Adviser and Broker

Kaupthing Singer & Friedlander Capital Markets Limited  
One Hanover Street  
London  
W1S 1AX  
United Kingdom



## Other key advisors:

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### **Company Secretary**

M&C Corporate Services Limited  
PO Box 309 GT  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands

### **Legal Advisers to the Company (UK & US)**

Mayer Brown LLP  
11 Pilgrim Street  
London  
EC4V 6RW  
United Kingdom

### **Legal Advisers to the Company (Cayman Islands)**

Maples and Calder PO Box 309 GT  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands

### **Financial Adviser to the Company**

Marwyn Capital LLP  
11 Buckingham Street  
London  
WC2N 6DF  
United Kingdom

### **Bankers (UK)**

Barclays Bank  
1 Churchill Place  
London  
E14 5HP  
United Kingdom

### **Auditors**

Deloitte & Touche LLP  
180 Strand  
London  
WC2R 1BL  
United Kingdom

### **Legal Advisers to the Company (Canada)**

Osler, Hoskin & Harcourt LLP  
100 King Street West  
1 First Canadian Place  
Suite 6100  
PO Box 50  
Toronto  
Ontario  
M5X 1B8  
Canada

### **Registrars**

Capita Registrars (Jersey) Limited  
Victoria Chambers  
Liberation Square  
1/3 The Esplanade  
St. Helier  
Jersey  
JE4 0FF

### **Bankers (Canada & US)**

TD Bank Financial Group  
TD Tower  
66 Wellington Street West  
Toronto  
Canada  
M5K 1AZ  
Canada

**Depository**

Capita IRG Trustees Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU  
United Kingdom

The following information can be viewed at [www.entertainmentonegroup.com/documents/](http://www.entertainmentonegroup.com/documents/)

- Constitutional documents (e.g. articles of association)
- Most recent admissions document
- Most recent annual report
- Half yearly, quarterly or similar reports published since the last annual report
- Circulars / similar publications sent to shareholder within the last 12 months