

Eastern European Media Holdings S.A.
Société anonyme
In liquidation
5-11, avenue Gaston Diderich, L - 1420 Luxembourg
Grand-Duché de Luxembourg
R.C.S. Luxembourg: B 159867
(the “**Company**”)

REPORT OF THE LIQUIDATOR

DATED 16 June 2020

CONTENTS

1. PURPOSE OF THE REPORT.....	3
2. LEGAL SITUATION.....	3
3. CONDUCT OF THE LIQUIDATION	3
3.1. Liquidation Opening Accounts.....	3
3.2. Realisation and distribution of the Company's net assets.....	3
4. ASSETS AND LIABILITIES AS OF 31 May 2020	5
5. TAXES	5
5.1. Indirect Taxes.....	5
5.2. Direct taxes	5
6. CLOSING OF THE LIQUIDATION	6

1. PURPOSE OF THE REPORT

The purpose of this report is to inform the shareholders of the Company as to the conduct of the liquidation of the Company (the “**Report**”).

The Report covers the period running from the date of the extraordinary general meeting of shareholders held in front of the notary Henry Beck on 14 November 2019 (the “**Dissolution Date**”), having decided to dissolve the Company and to put it into liquidation (the “**Dissolution Resolutions**”) up to the date of this Report. A copy of the Dissolution Resolutions is attached to the Report in **Annex 1**.

2. LEGAL SITUATION

The Company was incorporated by a deed of Maître Joseph Elvinger, notary then residing in Luxembourg, dated 21 March 2011, published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1448, on 1 July 2011. The articles of association of the Company have been amended for the last time by a deed of Maître Jean-Paul Meyers, notary residing in Rambrouch, dated 13 February 2015 published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1009, on 16 April 2015.

The purpose of the Company was, among other things, the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such ownership interests.

The Company has been dissolved and thereafter has been deemed to exist for the purpose of its liquidation, following the Dissolution Resolutions, which have also appointed Mr. Martin Johnston, with address at Cawdor House, Knowle Park, Mayfield, TN20 6DY, United Kingdom, as liquidator (the “**Liquidator**”).

As from the Dissolution Date, the Company has stopped its activities and survives only for the purpose of the liquidation process.

The Liquidator has been given the broadest powers foreseen by Articles 1100-4 to 1100-10 of the law of 10 August 1915 on commercial companies, as amended from time to time (the “**Law**”).

3. CONDUCT OF THE LIQUIDATION

3.1. Liquidation Opening Accounts

The liquidation opening accounts of the Company as of 14 November 2019, which consist of a balance sheet and a profit and loss account, are attached to the Report as **Annex 2** (the “**Liquidation Opening Accounts**”).

3.2. Realisation and distribution of the Company’s net assets

As from the Dissolution Date, the Liquidator has undertaken the following actions and proceeded with the following payments in order to realise the Company’s assets, settle its liabilities and distribute net assets to shareholders:

- (i). **Disposal of subsidiary companies:**
- a. Balkan Capital EAD (BC): BC entered liquidation on 22/08/2019. As BC's liquidation will not be complete before the end of February 2020, the Liquidator has concluded the sale of BC for net asset value amounting to €2,400, payment of which was received on 16 December 2019.
 - b. Content Ventures Television Limited (CVTL): CVTL paid a dividend to the Company on 02 December 2019 amounting to £320,000. A further dividend of £36,000 was paid on 06 January 2020, after which the company has been sold for net asset value of £481.12 on 07 January 2020.
- (ii). **Receivables:** the only receivables at the Dissolution Date were:
- a. a deposit in respect of the Company's domiciliation arrangement. The Liquidator has reached an agreement with the domiciliation agent to continue the domiciliation arrangement for the period until 30 June 2020 and has paid for this service net of the recovery of the deposit.
- (iii). **Payables:** at the Dissolution Date, these comprised:
- a. Provision for the costs of the Liquidator;
 - b. Provision for legal and professional services provided during the course of the liquidation in order to ensure compliance with Luxembourg law and agreement of any tax liabilities to be settled by the Liquidator.
- (iv). **Interim distribution to shareholders:** On 6 December 2019, the Liquidator announced that he had assessed the net assets of the Company at the liquidation date. Based on that assessment and the expected costs of completing the liquidation, he decided to make an interim distribution to larger shareholders of 1.05p per share. For smaller shareholders, where the amount of the interim distribution would be less than £10, both the interim and final entitlements will be paid together at the end of the liquidation. At that point, he estimated the interim distribution to be about 85% of the total net assets which will be realised in the liquidation.

4. ASSETS AND LIABILITIES AS OF 31 May 2020

The liquidation closing accounts as of 31 May 2020, which, being prepared in accordance with IFRS, are prepared on a consistent basis with previous accounts (the “**Liquidation Closing Accounts**” – **Annex 3**), comprise the following entries (GBP):

A Capital and reserves	£
Subscribed capital	1,458,335.31
Share premium account	178,047.02
Loss brought forward	(99,398.38)
Profit for the financial period	<u>299,368.63</u>
Sub-total	1,836,352.58
Interim liquidation distribution (06/12/2019)	(1,531,252.35)
TOTAL net assets	305,100.23
Final distribution expected to be made to shareholders (see 5. below)	305,100.23

5. TAXES

5.1. Indirect Taxes

The Company is VAT registered. In recent periods, the Company has had net recoverable VAT, which has been recovered or, for recent billings, will be recovered before the final distribution to shareholders.

5.2. Direct taxes

Deloitte Tax & Consulting S.à r.l. has prepared a draft income tax (corporate income tax and municipal business tax) return for the year ended 31 July 2019. This was filed, together with the net worth tax return for the current year, during February 2020 with the “*Administration des Contributions Directes*”. No assessment has yet been received.

The tax return covering the period from 1 August 2019 until the closure of the liquidation will be filed as soon as possible after the liquidation is finalised.

The Liquidator, having taken professional advice, considers that adequate provision has been made in the Liquidation Closing Accounts for Luxembourg direct taxes but will only make the final distribution once the assessments for the 2 tax periods are agreed.

6. CLOSING OF THE LIQUIDATION

From the foregoing, the Liquidator proposes to the shareholders to make the following resolutions under private seal:

1. Acknowledge the Report and the supporting Liquidation Closing Accounts;
2. Appoint DMS & Associés Sarl, as auditor to the liquidation, to examine the Report and the Liquidation Closing Accounts and to submit a report on the execution of the Liquidator's work (the "**Liquidation Auditor's Report**");
3. Resolve to hold under private seal the next general meeting of shareholders which will close the liquidation on the basis of the following agenda:
 1. Approval of the Report and the Liquidation Closing Accounts;
 2. Approval of the Liquidation Auditor's Report (Subject to the condition precedent that DMS & Associés has been appointed as auditor to the liquidation at the first general meeting);
 3. Discharge to the Liquidator and to the Liquidation Auditor;
 4. Decision to store the Company's accounting books and documents;
 5. Decision to deposit in escrow the sums and assets due to creditors or to the shareholders, if any, which it has not been possible to deliver to them;
 6. Discharge to the directors of the Company;
 7. Closing of the liquidation; and
 8. Miscellaneous.

Annexes:

1. the Dissolution Resolutions;
2. the Liquidation Opening Accounts; and
3. the Liquidation Closing Accounts.

16 June 2020



By:
Name: Martin Johnston
Title: Liquidator

ANNEXE 1

the Dissolution Resolutions

Recueil Electronique des Sociétés et Associations

Numéro RCS : B159867

Référence de publication : RESA_2019_270.364

Publié au RESA N° RESA_2019_270 le 27/11/2019

Déposé le 27/11/2019

Eastern European Media Holdings S.A.

Société anonyme

5-11, avenue Gaston Diderich, L-1420 Luxembourg Grand-Duché de Luxembourg

R.C.S. Luxembourg: B159867

ASSEMBLEE GENERALE EXTRAORDINAIRE

DU 14 NOVEMBRE 2019

Numéro 19/44.887

In the year two thousand and nineteen, on the fourteenth day of November.

Before Us, Maître Henri BECK, notary, residing in Echternach, Grand Duchy of Luxembourg, Was held an extraordinary general meeting of the shareholders (the “**Meeting**”) of Eastern European Media Holdings S.A., a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg, having its registered seat at 511, avenue Gaston Diderich, L-1420 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 159867, incorporated by a deed of Maître Joseph Elvinger, notary then residing in Luxembourg, dated 21 March 2011, published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1448, on 1 July 2011 (the “**Company**”). The articles of association of the Company (the “**Articles of Association**”) have been amended for the last time by a deed of Maître Jean-Paul Meyers, notary then residing in Rambrouch, dated 13 February 2015 published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1009, on 16 April 2015.

The meeting was chaired by Mr. Anatoli Belchev, with address at JK Ilinden 64, appartement 45, Sofia, Bulgaria.

The chairman appointed as secretary Mr. Martin Johnston, with address at Cawdor House, Knowle Park, Mayfield, TN20 6DY, United Kingdom.

The meeting elected as scrutineer Mr. Sylvain Lesaffre, with professional address at Aerogolf Bloc A, 1 rue Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg.

The bureau of the Meeting having thus been constituted, the chairman declared and requested the undersigned notary to state that:

I. The agenda of the Meeting is the following:

1. Resolve on the anticipated dissolution of the Company;
2. Put the Company into liquidation;
3. Appoint Mr. Martin Johnston, as liquidator of the Company;
4. Grant to the liquidator the broadest powers foreseen by articles 1100-4 to 1100-10 of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time; and
5. Miscellaneous.

II. The present Meeting was properly convened:

- by letters sent on 25 October 2019 to the registered shareholders of the Company;
- by publications in the *Recueil Electronique des Sociétés et Associations* and the Wort on 28 October 2019 and 6 November 2019; and
- by publication on the website of the Company.

III. Pursuant to articles 450-3 and 1100-2 of the law of 10 August 1915 on commercial companies as amended from time to time (the “**Law**”), the present Meeting may only validly deliberate on the items of the agenda if at least one half of the share capital is present or represented and the resolutions on the items of the agenda be passed by the affirmative vote of at least two thirds (2/3) of the votes cast at the Meeting.

IV. It appears from the attendance list, signed by the shareholders present, the proxyholders of the shareholders represented, the chairman, the secretary, the scrutineer and the undersigned notary, that one hundred and forty million six hundred and sixty-three thousand, two hundred and sixty-eight (140,663,268) shares out of one hundred and forty-five million eight hundred and thirty-three thousand five hundred and thirty-one (145,833,531) shares with a nominal value of one penny (GBP 0.01) issued by the Company, representing together 96.45% of the share capital of the Company presently fixed at one million four hundred and fifty-eight thousand three hundred and thirty-five British Pounds and thirty-one pence (GBP 1,458,335.31) are present or represented at this Meeting, which is consequently duly constituted and may deliberate and decide upon the items on its agenda. The attendance list will remain annexed to the present deed to be filed with the registration authorities.

V. Consequently, the present General Meeting is regularly constituted and may validly deliberate on the agenda.

This having been declared, the Meeting has adopted the following resolutions:

FIRST RESOLUTION

The Meeting resolves to dissolve the Company with immediate effect and to put it into liquidation.

For:	140,663,268
Against:	0
Abstentions:	0

This resolution was thus adopted.

SECOND RESOLUTION

The Meeting resolves to appoint Mr. Martin Johnston, with address at Cawdor House, Knowle Park, Mayfield, TN20 6DY, United Kingdom, as liquidator (the “**Liquidator**”).

For:	140,663,268
Against:	0
Abstentions:	0

This resolution was thus adopted.

THIRD RESOLUTION

The Meeting resolves (i) to give to the Liquidator the broadest powers to carry out the liquidation and to perform all operations in accordance with articles 1100-4 and seq. of the Law, without any prior specific authorization of the general meeting of shareholders, (ii) that the Liquidator shall be dispensed to draw up an inventory and he may refer to the books of the Company and (iii) that the Company in liquidation shall validly be bound towards third parties by the single signature of the Liquidator for all documents, deeds and acts including those relating to any public official or notary public.

For:	140,663,268
Against:	0
Abstentions:	0

This resolution was thus adopted.

There being no further business before the meeting, the same was thereupon adjourned.

The undersigned notary who understands and speaks English states herewith that on request of the above appearing persons, the present deed is worded in English followed by a French translation.

On request of the same appearing persons and in case of divergence between the English and the French text, the English version will prevail.

Whereof

The present notarised deed was drawn up in Senningerberg, Grand Duchy of Luxembourg, on the day named at the beginning of this document.

The document having been read to the persons appearing, they signed together with us, the notary, the present original deed.

SUIT LA TRADUCTION EN LANGUE FRANCAISE DU TEXTE QUI PRECEDE.

L'an deux mille dix-neuf, le quatorzième jour de novembre.

Par-devant Maître Henri BECK, notaire de résidence à Echternach, GrandDuché de Luxembourg.

A eu lieu une assemblée générale extraordinaire des actionnaires (l'« **Assemblée** ») d'Eastern European Media Holdings S.A., une société anonyme de droit luxembourgeois, ayant son siège social au 5-11, avenue Gaston Diderich, L1420 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Société de Luxembourg sous le numéro B 159867, constituée suivant acte reçu par Maître Joseph Elvinger, notaire alors de résidence à Luxembourg, en date du 21 mai 2011, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1448, le 1^{er} juillet 2011 (la « **Société** »). Les statuts de la Société (les « **Statuts** ») ont été modifiés pour la dernière fois par un acte de Maître Jean-Paul Meyers, notaire alors de résidence à Rambrouch, en date du 13 février 2015 publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1009, le 16 avril 2015.

L'Assemblée est ouverte sous la présidence de M. Anatoli Belchev, ayant son adresse au JK Ilinden 64, appartement 45, Sofia, Bulgarie.

Le président désigne comme secrétaire M. Martin Johnston, ayant son adresse au Cawdor House, Knowle Park, Mayfield, TN20 6DY, Royaume-Uni.

L'Assemblée choisit comme scrutateur M. Sylvain Lesaffre, ayant son adresse professionnelle au Aerogolf Bloc A, 1 rue Heienhaff, L-1736 Senningerberg, GrandDuché de Luxembourg.

Le bureau de L'Assemblée ayant été ainsi valablement constitué, le président a déclaré et a prié le notaire soussigné d'acter que :

I. L'ordre du jour de l'Assemblée est le suivant:

1. Décider de dissoudre anticipativement la Société ;
2. Placer la Société en liquidation ;
3. Nommer M. Martin Johnston, en tant que liquidateur de la Société ;

4. Accorder aux liquidateurs les pouvoirs les plus étendus tels que prévues par les articles 1100-4 à 1100-10 de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales telle que modifié de temps à autre ;

II. La présente Assemblée a été régulièrement convoquée par :

- Lettres envoyés le 25 octobre 2019 aux actionnaires en nom ;
- Par publications au Recueil Electronique des Sociétés et Associations et au

Wort le 28 octobre 2019 et le 6 novembre 2019 ; et

- Par publication sur le site internet de la Société.

III. Conformément aux articles 450-3 et 1100-2 de la loi modifiée du 10 août 1915 concernant les sociétés commerciales (la « Loi »), la présente Assemblée ne peut délibérer valablement sur les points portés à l'ordre du jour que si au moins la moitié du capital social de la Société est présente ou représentée et que si les résolutions sur les points portés à l'ordre du jour sont prises par le vote affirmatif d'au moins deux tiers (2/3) des votes exprimés à l'Assemblée.

IV. Il appert de la liste de présence, signée par les actionnaires présents, les mandataires des actionnaires représentés, le président, le secrétaire, le scrutateur et le notaire soussigné, que cent quarante millions six cent soixante-trois mille deux cent soixante-huit (140,663,268) actions sur cinq cent quarante-cinq millions huit cent trente-trois mille cinq cent trente-et-une (145,833,531) actions ayant une valeur nominale d'un penny (GBP 0,01) émises par la Société, représentant ensemble 96,45% du capital social de la Société établi à un million quatre cent cinquante-huit mille trois cent trente-cinq Livres Sterling et 31 pences (GBP 1.458.335,31) sont présentes ou représentées à la présente Assemblée, de sorte que celle-ci est valablement constituée et peut valablement délibérer et décider sur tous les points portés à son ordre du jour. La liste de présence demeurera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

V. Par conséquent la présente Assemblée Générale est régulièrement constituée et peut valablement délibérer sur le point porté à l'ordre du jour.

Ces faits étant exposés, l'Assemblée a adopté les résolutions suivantes :

PREMIERE RESOLUTION

L'Assemblée décide de dissoudre la Société avec effet immédiat et de procéder à sa mise en liquidation.

Pour :	140,663,268
Contre :	0
Abstentions :	0

Cette résolution est donc adoptée.

DEUXIEME RESOLUTION

L'Assemblée décide de nommer M. Martin Johnston, ayant son adresse au Cawdor House, Knowle Park, Mayfield, TN20 6DY, Royaume-Uni, en qualité de liquidateur (le "**Liquidateur**").

Pour :	140,663,268
Contre :	0
Abstentions :	0

Cette résolution est donc adoptée.

TROISIEME RESOLUTION

L'Assemblée décide (i) de donner les pouvoirs au Liquidateur les plus étendus en vue de procéder à la liquidation et d'effectuer toutes opérations conformément aux articles 1100-4 et suivants de la Loi, sans autorisation préalable spécifique de l'assemblée générale des associés, (ii) que le Liquidateur soit dispensé d'établir un inventaire et peut se référer aux livres de la Société et (iii) que la Société en liquidation soit valablement engagée envers les tiers par la seule signature du Liquidateur pour tous les documents, actes et agissements incluant ceux liés à tout agent public ou notaire.

Pour :	140,663,268
Contre :	0
Abstentions :	0

Cette résolution est donc adoptée.

Plus rien n'étant à l'ordre du jour, la séance est levée.

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête des personnes comparantes, le présent acte est rédigé en anglais suivi d'une version française.

A la requête des mêmes personnes comparantes et en cas de divergences entre le texte anglais et le texte français, *la version anglaise* fera foi.

Dont Procès-verbal

Fait et passé à Senningerberg, Grand-Duché de Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, ceux-ci ont signé le présent acte avec le notaire.

(signé) : A. BELCHEV, M. JOHNSTON, S. LESAFFRE, Henri BECK

Enregistré à Grevenmacher Actes Civils, le 19 novembre 2019

Relation : GAC/2019/9593

Reçu douze euros

12,00 €

Le Receveur: (signé) G. SCHLINK

POUR EXPEDITION CONFORME

délivrée à demande, aux fins de la publication au RESA.

Echternach, le 22 novembre 2019

ANNEXE 2

the Liquidation Opening Accounts

Statement of net assets	14/11/2019
	£
Cash	1,813,330.72
Fixed assets	3.00
Current assets	3,616.09
Current liabilities	(55,742.91)
Owed by / (to) subsidiary	(237,729.85)
Net Assets	<u>1,523,477.05</u>

ANNEXE 3

the Liquidation Closing Accounts

Statement of net assets	31/05/2020
	£
Cash	308,963.03
Current asset – VAT recoverable	2,137.20
Current liabilities	(6,000.00)
Net Assets	<hr/> 305,100.23 <hr/>