

NON-BINDING CONVIENCE TRANSLATION

Annual Financial Statements as of December 31,
2011 and Management Report

GWFF Gesellschaft zur Wahrnehmung von Film-
und Fernsehrechten mbH, Munich

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Balance Sheet as of December 31, 2011

Assets

	31 Dec 2011		31 Dec 2010	
	EUR	EUR	EUR	EUR
A. Fixed assets				
I. Intangible assets				
Software		179.488,04		163.582,16
II. Tangible assets				
1. Leasehold improvements	2.223,00		2.488,00	
2. Office equipment	8.762,00	10.985,00	10.123,00	12.611,00
III. Financial assets				
Shares in affiliated companies		893.124,12		893.124,12
		1.083.597,16		1.069.317,28
B. Current assets				
I. Accounts receivable and other assets				
1. Accounts receivable	1.500.191,94		737.256,23	
2. Accounts receivable due from affiliated companies	69.122,28		71.400,00	
3. Other assets	707.615,88	2.276.930,10	173.014,30	981.670,53
II. Cash on hand and cash in banks		90.013.427,59		91.870.226,51
		92.290.357,69		92.851.897,04
C. Deferred charges		31.512,98		20.571,44
		93.405.467,83		93.941.785,76

Liabilities and Shareholders' Equity

	31 Dec 2011	31 Dec 2010
	EUR	EUR
A. Shareholders' equity		
Capital subscribed	103.000,00	102.258,38
B. Contributions already made on account of the resolved capital increase	0,00	593,29
B. Reserves and accrued liabilities		
1. Pension reserves	98.549,00	91.669,00
2. Reserves for rightholders	84.308.626,71	90.134.900,23
3. Other accrued liabilities	79.250,00	74.250,00
	84.486.425,71	90.300.819,23
C. Liabilities		
1. Accounts payable	8.786.982,64	3.521.531,77
2. Other liabilities	29.059,48	16.583,09
	8.816.042,12	3.538.114,86

Profit and Loss Statement for the Year ended December 31, 2011

	2011		2010	
	EUR	EUR	EUR	EUR
1. Revenue from copyright remuneration	36.790.804,55		48.532.741,36	
2. Other operating income	308.047,60	37.098.852,15	260.294,00	48.793.035,36
3. Personnel expenses				
a) Salaries	-639.139,33		-698.890,89	
b) Social security, pension				
--thereof for pensions				
EUR 2.062,00	-119.866,33	-759.005,66	-131.927,87	-830.818,76
(I/y EUR 2.622,00)--				
4. Depreciation and amortization		-68.478,69		-75.026,65
5. Other operating expenses		-605.343,05		-618.801,11
6. Interest income		1.085.725,66		810.572,61
--thereof from affiliated companies				
EUR 0,00 (i. Vj. EUR 0,00)--				
7. Interest expenses		-4.818,00		-4.490,00
--thereof to affiliated companies				
EUR 0,00 (i. Vj. EUR 0,00)--				
8. Result from the ordinary operations		36.746.932,41		48.074.471,45
9. Extrardinary expenses due to BilMoG		0,00		-4.344,00
		36.746.932,41		48.070.127,45
10. Provision for reserves for rightholders		-36.746.932,41		-48.070.127,45
11. Net income		0,00		0,00

GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH Notes for Fiscal Year 2011

I. Application of the 'Handelsgesetzbuch' [Commercial Code (HGB)] and the 'Urheberrechtswahrnehmungsgesetz [Act on the Administration of Copyrights and Neighboring Rights (UrhWG)]

The accounting, audit and publication regulations pursuant to Section 9(4)-(6) UrhWG and Section 238 HGB (German Commercial Code) and especially Sections 264 et seq. HGB apply to the Company except where the particularities resulting from the tasks of a collecting society do have to be considered. In the year under review, the Company was to be regarded as a "medium-sized" corporation within the meaning of Section 267(2) HGB. Size-related reliefs for medium-sized corporations pursuant to Sec. 288(2) HGB have been applied in part.

II. Accounting and valuation methods

The financial statements for the previous year as of December 31, 2010 have, for the first time, been prepared in accordance with the accounting and valuation method pursuant to the 'Bilanzrechtsmodernisierungsgesetz' [German Accounting Law Modernization Act [BilMoG]].

The intangible assets and tangible fixed assets are carried at acquisition cost less scheduled depreciation according to use. Depreciation is recorded straight-line pro rata temporis over a useful life of three (3) to thirteen (13) years, low-value fixed assets with a value up to EUR 150.00 are fully written off in the year of acquisition, low-value fixed assets (compound item) with at cost between EUR 150.00 and EUR 1,000.00 are recorded straight-line pro rata temporis over a useful life of five (5) years. Foreign currency additions are converted at the exchange rates applicable at the time of payment. Financial assets are carried at acquisition cost and/or at the lower value to be assessed.

The accounts receivable, other assets as well as cash on hand and cash in banks are carried at their nominal value. They contain all claims for which the Company received statements within the first three (3) months in the following year and which relate to the fiscal year 2011 and/or which were performed during the period under review. The prepaid expenses include expenses paid in 2011 which constitute expenses after the balance sheet date.

The pension reserves correspond to the fulfillment amount pursuant to Section 253(1) s. 2 HGB. The basis for calculation is the "2005 G guiding tables" of Prof. Dr. Klaus Heubeck. The actuarial interest rate is 5.14 % per annum. The relief provision pursuant to Art. 67(1) sentence 1 EGHGB has not been used. As a result, the interest result has been burdened by an additional amount of EUR 5k.

The reserves for rightholders take account of distribution commitments to rightholders and liabilities of still uncertain amount, the latter estimated in accordance with prudent business principles.

The other accrued liabilities comprise all identifiable risks and contingent liabilities in an amount required in accordance with prudent business principles.

The fulfillment amounts required according to prudent business principles are taken as a basis for all reserves/provisions. In the case of provisions with a remaining term of more than one (1) year, the assessment pursuant to Section 253(2) sentence 1 HGB has no effect in terms of amount since, because of the non-profit nature of the Company prescribed in Article 3.1 of its articles of association, such interest income must be added to the respective reserves for distribution to rightholders. The respective interest income is set off against the respective expenditure incurred for the addition to the reserve so as to give a true and fair view of the earnings situation of the Company.

The liabilities are carried at their repayment amount. They comprise all liabilities for which statements were received with accounting periods prior to the balance sheet date which were paid within the first three (3) months of the following year.

To the extent that revenues were received in foreign currency, they were converted at the exchange rates applicable at the time of receipt. Accounts receivable in foreign currency were converted at the official mean rate of exchange as of the balance sheet date.

III. Notes to the financial statements

Balance sheet

The development of the fixed assets is represented in the statement of fixed assets in the Appendix hereto.

The accounts receivable are due and payable within one (1) year. The other assets relate mainly to tax refund claims and accrued interest and are due in one or less than one year. The term of the cash surrender value of the reinsurances (EUR 109k) as well as the investment for rent deposit (EUR 20k) which are also shown within the other assets is more than five (5) years.

The capital stock registered in the Commercial Register amounts to DM 200,000. It is fully paid in. The conversion of the capital stock to EUR 103,000 has meanwhile occurred on the basis of a shareholder resolution, but has not yet been entered in the Commercial Register. Contributions already made on account of the resolved capital increase are shown separately.

The reserves for rightholders are obligations to rightholders including the social fund and the film promotion fund. The other accrued liabilities in the amount of EUR 79k relate to vacation reserves, reserves for the preparation, audit and publication of the financial statements and for the 'Berufsgenossenschaft'.

An amount of EUR 4,986,068.97 (in 2010: EUR 10,070.23) of the accounts payable relates to shareholders.

The full amount of liabilities is due within one (1) year. The other liabilities include:

	31.12.2011	31.12.2010
	EUR	EUR
Liabilities for taxes		
tax deduction on the basis of Sect. 50a EStG	19,733.39	5,761.40
wage and church tax	7,791.59	9,217.19
	27,524.98	14,978.59
Liabilities for social security	1,094.50	1,094.50
Other liabilities	440.00	510.00
	29,059.48	16,583.09

Profit and loss statement

Of the total revenues, an amount of EUR 31,116k is attributable to Germany, thereof EUR 25,581k pursuant to Section 54 UrhG, EUR 1,046k pursuant to Section 27 UrhG and EUR 4,489k for cable retransmission rights in Germany according to § 20b UrhG. An amount of EUR 5,675k is attributable to countries other than Germany. Because of the business activity of GWFF GmbH most of the revenues are relating to different periods. The revenues from countries which withhold non-refundable withholding tax according to the DTC (Double Taxation Convention) applicable from time to time between Germany and the respective country have been shown after deduction of such withholding tax; this concerns Australia and Spain.

The other operating income includes income, relating to other periods, from the release of reserves in the amount of EUR 7k as well as from refund from expenses in the amount of EUR 8k and from VAT refund from the Netherlands and France for 2009 in the amount of EUR 22k. The other operating expenses include expenses, relating to other periods in the amount of EUR 17k for media law advice.

The provision for reserves for rightholders, shown in a separate item of the profit and loss statement, corresponds to the addition to reserves for rightholders for obligations to the rightholders. An amount of EUR 42,121k was distributed or paid to the rightholders in the year under review. An amount of EUR 360k was used for film promotion purposes and an amount of EUR 92k for social purposes.

IV. Other information

Management

The Managing Directors holding power of individual representation are Prof. Dr. Ronald Frohne, Rechtsanwalt [Attorney-at-Law], Berlin, and Ms. Gertraude Müller-Ernstberger, Rechtsanwältin [Attorney-at-Law], Munich.

The protective clause pursuant to Section 286(4) HGB is being applied.

Advisory board

In accordance with the articles of association, the Company has an advisory board composed of six (6) persons. Neither actual nor former members of the advisory board received remuneration in the fiscal year.

Employees

The Company had 16 (salaried) employees on the average in the fiscal year 2011.

Other financial obligations

There are other financial obligations in the amount of EUR 595k for the office rent agreed until December 31, 2016.

Shareholding

Shares within the meaning of Section 285(11) HGB are held in AGICOA Urheberrechtsschutz-Gesellschaft mbH, Munich. As of December 31, 2011, the Company holds 51% of the shares of capital stock (= equity) in the amount of DM 50k (EUR 26k). AGICOA Urheberrechtsschutz-Gesellschaft mbH, Munich, shows a net income for the year of EUR 0 in accordance with the articles of association.

The Company holds 100% of the shares in GWFF USA, Inc., Santa Monica, California, U.S.A. which was formed in the fiscal year 2003 with a common stock of US\$ 1,000k. The financial statements for the year ending December 31, 2011 show an equity of USD 905k and a net income of USD 19,746.00.

In addition, the Company holds 51% of the shares in ISAN Gesellschaft zur Registrierung von Film- und Fernsehwerken mbH, Munich which was formed in the fiscal year 2006 with a capital stock of EUR 25k. The company's financial statements show an equity of EUR 69k and a net income of EUR 996.86 for the year ending December 31, 2011.

Appropriation of net income

In accordance with the object and purpose of a collecting society, the Company showed no net income in the year under review. The amounts not yet distributed to rightholders or the like are contained in the reserves established for this purpose (see above).

Munich, July 13, 2012

GWFF Gesellschaft zur Wahrnehmung
von Film- und Fernsehrechten mbH
Management Board

Prof. Dr. Ronald Frohne

Gertraude Müller-Ernstberger

Statement of Fixed Assets in Fiscal Year 2011

	At cost				Accumulated depreciation				Net book value	
	1 Jan 11	Additions	Disposals	31 Dec 2011	1 Jan 11	Depreciation fiscal year	Disposals	31 Dec 2011	31 Dec 2011	31 Dec 2010
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets										
Software	1.470.077,76	78.822,57	0,00	1.548.900,33	1.306.495,60	62.916,69	0,00	1.369.412,29	179.488,04	163.582,16
II. Tangible assets										
1. Leasehold improvements	29.823,31	0,00	0,00	29.823,31	27.335,31	265,00	0,00	27.600,31	2.223,00	2.488,00
2. Office equipment	222.255,10	3.936,00	0,00	226.191,10	212.132,10	5.297,00	0,00	217.429,10	8.762,00	10.123,00
	252.078,41	3.936,00	0,00	256.014,41	239.467,41	5.562,00	0,00	245.029,41	10.985,00	12.611,00
III. Financial assets										
Shares in affiliated companies	893.124,12	0,00	0,00	893.124,12	0,00	0,00	0,00	0,00	893.124,12	893.124,12
	2.615.280,29	82.758,57	0,00	2.698.038,86	1.545.963,01	68.478,69	0,00	1.614.441,70	1.083.597,16	1.069.317,28

GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH 2011 Management Report

Preamble

In the fiscal year 2011, the activities of the Company comprised, as in the past, the fiduciary administration of the blank tape and VCR levy rights pursuant to Section 54 UrhG [German Copyright Act] in Germany in accordance with the articles of association. The rights pursuant to Section 54 UrhG have been administered both in Germany as well as in the area of private copying on the basis of reciprocity agreements with several foreign collecting societies.

In addition, the Company had been entrusted with the administration of the author's claims pursuant to Sections 27, 22 UrhG in Germany.

On the basis of reciprocity agreements with several foreign collecting societies, GWFF GmbH administers blank tape levy rights and rights in the areas of use at schools and cable retransmission abroad. The rights of the rightholders are now represented in the following countries: Austria, France, Belgium, Spain, Switzerland, Liechtenstein, Netherlands, Norway, Ireland, Denmark, Australia, Sweden, Canada, Finland, Luxembourg, Great Britain and New Zealand; since 2005, for the first time, also in Bosnia, Bulgaria, Esthonia, Latvia, Lithuania, Slovakia, Slovenia, Poland and Ukraine as well as Romania and Portugal, South Africa, U.S.A., Iceland and Hungary.

Course of business

During the period under review, GWFF GmbH recorded revenues of EUR 31,116k for the administration of rights for Germany. Of this amount, EUR 25,581k are attributable to remuneration pursuant to Section 54 UrhG, EUR 1,046k to remuneration pursuant to Section § 27 UrhG and EUR 4,489k to cable retransmission rights in Germany for the Guilds. Compared with the previous year, the domestic revenues changed by EUR 13,335k due to the shifting of statements.

The remuneration for cable retransmission rights abroad amounted to EUR 2,669k, thereof EUR 1,343k for Switzerland and Liechtenstein, EUR 68k for Denmark, EUR 258k for Austria, EUR 773.k for the Netherlands, Ireland, Luxembourg, Finland, Sweden, Norway, Canada, Poland, Romania, Slovenia, Belgium, Portugal and Hungary, EUR 226k for France and EUR 1k for Spain.

The remuneration for blank tape levy abroad amounted to EUR 2,989k, thereof EUR 46k for Austria, EUR 2,681k for France, EUR 23k for the Netherlands and EUR 196k for Switzerland and Liechtenstein, EUR 21k for Spain, EUR 6k for Denmark and EUR 16k for Norway.

In addition, an amount of EUR 16k has been received for use at schools abroad, thereof EUR 0.4k for Australia and EUR 16k for Switzerland and Liechtenstein.

The variation in the received revenues on the basis of a year-on-year comparison is due to the accounting method applied by the respective collecting agency.

In addition to these revenues, there has been an interest income of EUR 1,086k. These revenues and interest income compared with expenses of EUR 1,125k netted against other operating income. The remaining amount of EUR 36,747k was allocated to the reserves for rightholders for distribution to the rightholders so that a net income for the year of zero is reported in accordance with the articles of association.

The received remuneration is invested at interest until distribution to the rightholders.

Also in the fiscal year 2011, it was possible to increase the number of rightholders of GWFF GmbH.

During the period under review, statements and/or subsequent statements have been prepared for the revenues from the PC levy pursuant to Section 54 UrhG for 2004, 2005 through 2007 and 2008.

Likewise the blank tape revenues France 2007 through 2010, Austria 1999 through 2008, Switzerland 2004 through 2009 as well as Netherlands 2006 and 2007 have been distributed.

The revenues for cable retransmission rights in Austria 1999 through 2008, Switzerland 2004 through 2009, Belgium / Netherlands / France 2004 through 2010 and Denmark 2006 through 2008 have also been paid out.

For the revenues for cable retransmission rights in Germany, to which the U.S. Guilds are entitled, distributions have been made for the broadcasting year 2010.

In the year under review, it was also possible to make distributions for solved double registrations and late claims for 1984 through 2007.

A total amount of EUR 42,121k has been distributed to the rightholders in the fiscal year 2011.

GWFF GmbH efficiently fulfilled the tasks required by law through a small staff of 16 people (thereof 6 part-time employees) on the average in 2011. GWFF GmbH is conscious of its social responsibility and employs disabled persons even though, in view of the number of staff members, it is not subject to the Disabled Persons Act.

GWFF USA Inc., which has been operating in the U.S. since 2003, provides services for the great number of rightholders in the U.S. especially the members of MPA, IFTA as well as DGA, WGA and SAG.

Within the framework of the EUROCOPYA, the Company again took part in the WIPO negotiations and represented the interests of its member's vis-à-vis the EU Commission.

In the middle of 2005, GWFF GmbH applied for a license as ISAN Regional Agency Germany with ISAN International Agency in Geneva. The license as sole licensed German Agency was granted in November 2005. ISAN (International Standard Audiovisual Number) is an ISO certified numbering system to identify audiovisual works. In 2006, GWFF GmbH formed a subsidiary which, as ISAN Regional Agency, offers registration services to its rightholders. Meanwhile GWFF GmbH still holds 51% of the shares; the collecting societies VFF, VG Bild-Kunst and VG Wort hold the remaining shares. Meanwhile ISAN is self-financed through own income.

Promotion in 2011

GWFF GmbH has carried out as in the previous years its sponsoring within the framework of the International Film Festival in Berlin (Berlinale) and awarded again the "Best First Feature Award" which was created in 2006. The EUR 50k prize is awarded in equal parts to the producer and the director of the best feature from the program of the Festival, the Panorama, the Forum and the Perspective of the German Film.

In addition, in the fiscal year 2011, GWFF GmbH awarded the first prize, i.e. EUR 20k, at the Festival Osteuropäischer Film in Cottbus in addition to the so-called small scholarships for the participation of students of German film colleges in study-linked projects.

Further sponsoring was provided, in particular, to the Filmboard Berlin-Brandenburg and the International Student Festival "Sehsüchte". The Berkshire International Film Festival (with numerous German films) and the Berkshire Film & Media Arts Commission were sponsored via GWFF USA Inc. It has been agreed with the Tribeca Film Festival in New York to jointly sponsor specific film making lessons at U.S. schools. Moreover, GWFF USA Inc. sponsored the Arthur Burns Trust and, conjoined with Carnegie Hall, the establishment of a You Tube platform for young artists.

The Erich Pommer Institut (EPI) in Potsdam, which the Company supports together with AGICOA Urheberrechtsschutz-Gesellschaft mbH, has been transferred to Film and Television College [HFF] "Konrad Wolf" at the end of the fiscal year 2009. Upon completion of the transfer of the EPI, the Company promised to finance it for an additional period of two (2) years until the end of 2011. The Film and Television College promised in return to continue the EPI until at least 2014.

Financial and earnings situation

The earnings situation of the Company is determined by its statutory status as non-profit organization as prescribed by law for collecting societies. Furthermore, it is inherent in the system that most of the revenues are relating to different periods because the amounts to be distributed are received, and passed on to the Company, by the administering institutions for different periods and the Company then issues the respective statements to the rightholders with time-lag. The balance arising from all income and expenditure in a fiscal year is, as provision for reserves for rightholders, shown in full as reserves for rightholders in accordance with the articles of association.

The management succeeded in keeping the administrative costs stable in absolute terms (2011: EUR 1,125k, 2010: EUR 1,268k). The cost rate is 3% (4% last year) in proportion to the amounts paid out in the fiscal year.

As a result of the requirements of the law, the balance sheet and thus the financial situation of the Company are determined by transitory items. The balance sheet is thus characterized by high cash amounts and receivables from the institutions administering the funds while the fixed assets and the remaining current assets are of secondary importance. The main item on the liabilities side are the reserves for rightholders while the remaining reserves and accrued liabilities, liabilities and also the subscribed capital are secondary items.

Material risks and chances

The main risk inherent in the business of the Company is the fact that the legal outline conditions regarding remuneration claims for blank tape levy and cable retransmission change over the medium or long term. The Company took part in the discussions about the copyright law reform ("basket II"). At the end of 2007, the area of private copying has been newly regulated by "basket II" effective January 1, 2008. By the "basket II", the legislator left it to the collecting societies and the industry involved (BITKOM, ZVEI and IM) to decide in negotiations on the amount of reasonable remuneration for private copying which previously had been provided in an annex to the Copyright Act. These negotiations resulted in an agreement with BCH (part of BITKOM) in the spring of 2010. So far, no settlement agreement has been reached with ZVEI and IM and the other producers organized in BITKOM. Therefore, it is not foreseeable when and in what amount remuneration for the years 2008 and thereafter will be paid to the rightholders. At the instigation of the German Trademark and Patent Office, the ZPÜ members have been conducting negotiations on a reallocation of the revenues of ZPÜ for more than one (1) year. The negotiations are very complex and difficult. An agreement will possibly be reached in 2012. It is foreseeable already at present on the basis of the available studies on copying behavior that there will be substantial changes to the current distribution formula.

In 2010, the agreement with BCH (part of BITKOM) regarding private copying on PCs has been concluded for the period 2004 through 2010. On October 21, 2010, the European Court of Justice held in the case PADAWAN vs. SAGE that the "private copying levy" on reproduction media, which are purchased by undertakings and self-employed people for purposes other than private copying, is incompatible with European law. The effects of this ruling on the revenues from PCs are not yet foreseeable according to the assessment by the management.

The chances of the Company consist primarily in the fact that the Company, as collecting society, will administer the rights of its rightholders and will register, collect and distribute their remuneration claims for private copying, for video rental and for cable retransmission rights in Germany and, via reciprocity agreements, via foreign collecting societies as long as such remuneration claims under copyright law exist, regardless of the amount of such remuneration claims. Despite the unpleasant efforts of the device manufacturers to reduce the remuneration claims and the tendency of individual countries (Spain and the Netherlands) to remove or reduce the remuneration claims, it appears that many countries establish the legislative bases for claims comparable with Sections 20, 22, 27, 54 UrhG. Therefore, the management does not expect a dramatic reduction of foreign revenues in the medium term.

It is possible that authors and producers presently represented by GWFF GmbH will entrust other collecting societies with their representation. However, the management does not regard this as a great risk because the number of rightholders is still increasing.

In 2009, the new collecting society TWF, which administers rights of advertising film producers, asserted claims for participation in the revenues pursuant to Section 54 UrhG against the ZPÜ / film collecting societies. Meanwhile, the Regional Court Munich confirmed the claim, in principle, with retroactive effect. In the fiscal year 2011, ZPÜ and TWF entered into a settlement agreement on the amount of participation of TWF according to the old law and on the admission of TWF as member of ZPÜ. The settlement agreement provides for a non-recurring compensation of EUR 10 million for the

period from 2001 through 2007 which will be borne by all ZPÜ members at 65% and by the film collecting societies at 35% in the proportion of their shares. TWF has been admitted as ZPÜ member from 2008 on.

There is also the risk of new collecting societies being admitted and the share of the Company being reduced as a result thereof.

Presumable development

It is intended also in the years to come to distribute the money to the rightholders at the earliest possible time. The management will further endeavor to reduce the period between collection and payment of the money. However, this depends on the time of receipt of the respective amounts, in particular, regarding the revenues pursuant to Section 54 UrhG. In addition, it is intended to distribute the amounts pursuant to Section 27 UrhG and remuneration from abroad to the rightholders.

Material events after completion of the fiscal year

Unless set out above, no material events occurred after the balance sheet date.

Audit Opinion

We issued the following unqualified audit opinion:

We audited the annual financial statements – consisting of the balance sheet, the income statement and the notes – including the accounting records and the management report of GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH, Munich, for the fiscal year January 1 to December 31, 2011. The accountings as well as the preparation of the annual financial statements and the management report in accordance with the German commercial law provisions and the supplementary regulations contained in the statutes are the responsibility of the management of the company. Our function is to give an opinion on the annual financial statements including the accounting records and on the management report on the basis of our audit.

We performed our audit of the annual financial statements pursuant to Section 317 HGB [German Commercial Code], in accordance with the generally accepted German auditing standards established by the Institut der Wirtschaftsprüfer (IDW) [Institute of German Certified Public Accountants]. According to this provision, the audit must be planned and performed in such a manner that any incorrectness or violation which has a material impact on the view of the net worth, financial position and results conveyed by the annual financial statements in accordance with the generally accepted accounting principles and by the management report will be identified with sufficient certainty. The knowledge of the business activity and of the economic and legal environment of the company as well as expectations regarding possible sources of error are taken into account when determining the audit acts. Within the framework of the audit, the effectiveness of the internal accounting control system as well as the supporting documents for the information contained in the accounting records, the annual financial statements and the management report are primarily assessed on a sample basis. The audit includes an assessment of the applied accounting principles and of the essential estimations of the management as well as an appreciation of the overall picture conveyed by the annual financial statements and the management report. We are of the opinion that our audit constitutes a sufficiently secure basis for our assessment.

Our audit has not led to any reservations.

In our judgment based on the findings obtained within the framework of the audit, the annual financial statements are in compliance with the statutory regulations and the supplementary provisions of the statutes and present, in compliance with the generally accepted accounting principles, a true and fair view of the net worth, financial position and results of GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH. The management report is consistent with the annual financial statements, conveys overall a correct picture of the position of the company and correctly presents the chances and risks of the future development.

We, pursuant to Section 9 (5) UrhWG, also issue the unqualified audit certificate provided for therein in the following form:

The accounting records, the annual financial statements and the management report comply with the law and the statutes according to our properly performed audit.

Lindau, July 25, 2012

BAY GmbH
Wirtschaftsprüfungsgesellschaft
Rechtsanwaltsgesellschaft

(Seal of BAY GmbH)

(Signature)

Karl-Christian Bay
Wirtschaftsprüfer