



Boxing Marketing Arm SA, Lausanne

**Report of the Statutory Auditor
on the Limited Statutory Examination
to the General Meeting of Shareholders**

Financial Statements for
the period ended 30 June 2015



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Report of the Statutory Auditor on the Limited Statutory Examination to the General Meeting of Shareholders of

Boxing Marketing Arm SA, Lausanne

As statutory auditors, we have examined the financial statements (balance sheet, income statement and notes) of Boxing Marketing Arm SA for the period ended 30 June 2015.

These financial statements are the responsibility of the board of directors. Our responsibility is to perform a limited statutory examination on these financial statements. We confirm that we meet the licensing and independence requirements as stipulated by Swiss law.

We conducted our examination in accordance with the Swiss Standard on the Limited Statutory Examination. This standard requires that we plan and perform a limited statutory examination to identify material misstatements in the financial statements. A limited statutory examination consists primarily of inquiries of company personnel and analytical procedures as well as detailed tests of company documents as considered necessary in the circumstances. However, the testing of operational processes and the internal control system, as well as inquiries and further testing procedures to detect fraud or other legal violations, are not within the scope of this examination.

Based on our limited statutory examination, nothing has come to our attention that causes us to believe that the financial statements do not comply with Swiss law and the company's articles of incorporation.

We draw attention to the fact that Boxing Marketing Arm SA is over-indebted as per art. 725 para. 2 CO. Due to the fact that creditors of the company subordinated their claims amounting to CHF 25'797'311 as at 30 June 2016, the board of directors has refrained from notifying the court.

Finally, we draw attention to the fact that the annual General Meeting of shareholders did not take place within six months after the balance sheet date as required by article 699 para. 2 CO. The financial statements for the year ended 31 December 2014 have not yet been approved by the General Meeting of shareholders, and we issue this report on the grounds that the financial statements mentioned will be approved.

KPMG SA

Pierre-Henri Pingeon
Licensed Audit Expert
Auditor in Charge

Stéphane Nusbaumer

Geneva, 13 April 2017

Enclosures:

Financial statements (balance sheet, income statement and notes)

BMA BOXING MARKETING ARM S.A.

BALANCE SHEET AS OF JUNE 30, 2015

	NOTES	Jun. 30, 2015 CHF	Dec. 31, 2014 CHF
A S S E T S			
CURRENT ASSETS			
Cash and cash equivalents		990'844	7'544'377
Trade account receivables:			
- Receivables from third parties		754'224	295'480
- Receivables Valuation Adjustment		(214'763)	(172'507)
Other short-term receivables		287'867	30'432
Prepaid expenses and accrued income		8'731	33'968
TOTAL CURRENT ASSETS		1'826'902	7'731'749
NON-CURRENT ASSETS			
Property, plant and equipment:			
- Furniture and Equipment	3.1	30'363	0
- IS (computers, softwares)	3.1	39'469	37'460
Intangible assets:			
- UK Market		1	1
TOTAL NON-CURRENT ASSETS		69'834	37'461
TOTAL ASSETS		1'896'736	7'769'210
LIABILITIES AND SHAREHOLDER'S EQUITY			
CURRENT LIABILITIES			
Trade account payables:			
- Payables due to third parties		958'158	764'016
- Payables due to shareholder - AIBA		0	876'204
- Payables due to related parties - WSB		0	2'038'644
Other short-term liabilities		95'881	82'718
Accruals and deferred income		680'617	744'164
TOTAL CURRENT LIABILITIES		1'734'656	4'505'747
NON-CURRENT LIABILITIES			
Loan from shareholder - AIBA (subordinated)		3'317'706	0
Loan from related party - WSB (subordinated)		3'289'291	0
Loan from third party - FCIT (subordinated)	3.3	15'000'000	15'000'000
TOTAL NON-CURRENT LIABILITIES		21'606'997	15'000'000
TOTAL LIABILITIES		23'341'653	19'505'747
SHAREHOLDER'S EQUITY			
Share capital		100'000	100'000
Reserves from capital contributions		9'373'201	9'373'201
Accumulated loss		(21'209'738)	(2'364'036)
Result for the year		(9'708'380)	(18'845'702)
TOTAL SHAREHOLDER'S EQUITY	3.4	(21'444'917)	(11'736'537)
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY		1'896'736	7'769'210

BMA BOXING MARKETING ARM S.A.

**STATEMENT OF INCOME AND EXPENSES
FOR THE PERIODS ENDED JUNE 30 2015**

	<u>Jan. 01 - Jun. 30</u>	<u>Jan. 01 - Dec. 31</u>
	2015	2014
	6 months	12 months
NOTES	CHF	CHF
INCOME		
Revenue from sale of goods and services:		
Media Rights	693'795	485'495
Commissions on sales	<u>0</u>	<u>(17'637)</u>
TOTAL NET REVENUES	<u>693'795</u>	<u>467'858</u>
OPERATING EXPENSES		
Personnel Expenses	(706'453)	(1'389'055)
HQ - Lausanne Office	(990'358)	(603'342)
Marketing expenses	(92'366)	0
License Fees AIBA	(2'272'500)	(1'515'000)
License Fees WSB	(1'150'200)	(766'800)
Communication expenses	(576'354)	(406'062)
TV Production expenses	(707'662)	(410'202)
Development expenses	(129'954)	(22'482)
Competition Expenses	(2'869'139)	(616'381)
Boxers expenses	(759'547)	(2'741'387)
Provision for doubtful receivables	(42'256)	(172'507)
Depreciation	<u>(8'514)</u>	<u>(6'196'322)</u>
TOTAL OPERATING EXPENSES	<u>(10'305'302)</u>	<u>(14'839'541)</u>
Financial income	208	28'865
Financial expenses	(5'630)	(37'624)
Foreign Exchange Gain	126'595	0
Foreign Exchange Loss	(108'457)	0
Prior periods Income	0	965
Prior periods Expenses	(104'796)	(25'879)
Expenses prior periods adjustments	<u>0</u>	<u>(4'390'450)</u>
TOTAL OTHER INCOME AND EXPENSES	<u>(92'081)</u>	<u>(4'424'122)</u>
RESULT BEFORE TAXES	<u>(9'703'589)</u>	<u>(18'795'804)</u>
Taxes	(4'792)	(49'898)
NET (LOSS) FOR THE YEAR	<u>(9'708'380)</u>	<u>(18'845'702)</u>
Accumulated loss at beginning of year	(21'209'738)	(2'364'036)
Accumulated loss at end of year	<u>(30'918'118)</u>	<u>(21'209'738)</u>

Lausanne, 13 April 2017

BMA BOXING MARKETING ARM S.A.

BMA - Boxing Marketing Arm S.A.

Notes to the financial statements from 01 January 2015 to 30 June 2015

A. General information (CO 959c (1))

1. Details of the principles applied in the annual accounts where these are not specified by law (CO 959c (1) (1))

The annual accounts have been prepared based on the principles set out in the Swiss code of obligations (CO).

The company changed its financial year end to June in 2015 (short period of 6 months) to align the company's year-end with other group entities. Therefore comparatives are not comparable.

The accounting records of the BMA are maintained in Swiss Francs (CHF).

Assets and liabilities denominated in currencies other than Swiss Francs are recorded in the balance sheet based on exchange rates ruling at the year-end. Transactions denominated in currencies other than Swiss Francs are recorded at monthly average rates; all exchange losses and realized exchange gains are recognized as financial income or expense.

At June 30 2015, the period end exchange rate USD / CHF is 0.93667.

At June 30 2015, the period end exchange rate EUR / CHF is 1.04841.

At June 30 2015, the period end exchange rate GBP / CHF is 1.47369.

2. Going Concern

The over-indebtedness position of the Company is mainly a result of the start-up nature of the business and has been addressed by the Board as at 30 June 2016 (see note 3.5). BMA is still in a development phase which means the company is currently investing more than the revenues it is generating.

As of today, BMA's activity is significantly reduced and this is expected to remain until the on-going discussion with potential investors are finalised (see note 6). BMA will not enter any new contracts and new commitments until the negotiation potential investors are finalised.

As a result of this and the subordination of debt (as described in note 3.5), the Board of Directors came to the conclusion that BMA

3. Information, breakdowns and explanations relating to items on the balance sheet and in the profit and loss account (CO 959c (1) (2))

Balance Sheet

3.1 Fixed assets

Fixed assets are recorded on the balance sheet at the acquisition value and depreciated on a straight line basis.

Useful life: Furniture and equipment 8 years

Useful life: IS, computer, hardware and software 3 years

3.2 Financial engagements / lease commitments

The office lease contract term for APB/BMA project is 31 March 2013, renewed each year at the same date. It was signed by AIBA as other entities were not registered at the time. It represents a total sum of CHF 81'172 until next term (31 March 2016).

3.3 FCIT Loan

This corresponds to an advance made by FCIT in prevision of an investment to be completed in BMA. FCIT and BMA entered into a restated and amended subordination agreement with effect of December 31, 2014 whereby FCIT agreed to subordinate payment of its entire claim.

BMA - Boxing Marketing Arm S.A.

Notes to the financial statements from 01 January 2015 to 30 June 2015

3.4 Shareholders equity

For the business year under review, the shareholders equity is negative and amount to negative CHF 21,444,917. BMA is still in a development phase which means that the company was currently investing more than the revenues generated (see also note 2).

The over-indebtedness was however covered by a subordination agreement entered by FCIT for an amount of CHF 15,000,000 (see note 3.4) and two subordination agreements entered into by related parties (AIBA and WSB) for a total amount of CHF 6,606,997 (total subordinated amount as of 30 June 2016: CHF25,797,311). The Board of Directors therefore refrained from notifying the court (art. 725 para. 2 Co).

Profits and loss

3.5 Revenue Recognition and related expenditure

Revenues and expenses related to BMA are recognized in the appropriate period.

Instalments received in advance are stated on the liabilities side of the balance sheet under "Deferred income" while commissions and due expenses are on the assets side of the balance sheet under "Deferred expenses".

B. Detailed information (CO 959c (2))

4. Business name, legal form and registered office (CO 959c (2) (1))

Boxing Marketing Arm SA, a stock corporation (*société anonyme*) with its registered office in Lausanne (Vaud, Switzerland).

5. Declaration as to whether the number of full-time positions on annual average is no more than 10, 50 or 250 (CO 959c (2) (2))

The annual average number of full-time positions for the business year under review does not exceed 10.

6. Significant events occurring after the balance sheet date (CO 959c (2) (13))

In November 28, 2014 AIBA signed a Share Transfer Agreement whereby it shall sell to First Commitment International Trade Co. Limited (**FCIT**) 35% of the shares in BMA for a consideration of CHF 35 million to be contributed to BMA for its development. Simultaneously, BMA signed a BMA China Agency Agreement relating to a license granted for the Great China Area to BMA China Holding Limited, a subsidiary of FCIT.

The deal contemplated in those agreement were not finalized nor completed. In particular, the sale and purchase of the 35% of shares in BMA were not completed nor the CHF 35 million invested in BMA.

Notwithstanding the foregoing, FCIT made several payments in anticipation of the completion of the deal, amounting in total to CHF 15 million.

AIBA, FCIT and BMA discussed about how to finalize and complete the above-mentioned investment. In the meantime, they agreed to consider the CHF 15 million investment as a loan granted by FCIT to BMA and to subordinate such loan pursuant to a subordination agreements dated December 31, 2014 and restated and amended as of June 30, 2015 and June 30, 2016.

The parties are now in 2017 discussing about a way to address the past issues with an appropriate financial restructuring and the terms and conditions of a new investment by FCIT into BMA in order to ensure the business continuity of BMA.