

Warner Music Group Corp.  
Form 10-K  
December 05, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended September 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-32502

Warner Music Group Corp.

(Exact name of Registrant as specified in its charter)

Delaware	13-4271875
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

1633 Broadway

New York, NY	10019
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 275-2000

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Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes No

There is no public market for the Registrant's common stock. As of December 5, 2017 the number of shares of the Registrant's common stock, par value \$0.001 per share, outstanding was 1,055. All of the Registrant's common stock is owned by affiliates of Access Industries, Inc. The Registrant has filed all Exchange Act reports for the preceding 12 months.



## WARNER MUSIC GROUP CORP.

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## ITEM 1. BUSINESS

### FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on current expectations, estimates, forecasts and projections about the industry in which we operate, management’s beliefs and assumptions. Words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” or “continue” or the negative thereof or variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. We disclaim any duty to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

#### Introduction

Warner Music Group Corp. (the “Company”) was formed on November 21, 2003. We are the direct parent of WMG Holdings Corp. (“Holdings”), which is the direct parent of WMG Acquisition Corp. (“Acquisition Corp.”). Acquisition Corp. is one of the world’s major music-based content companies.

#### Acquisition of Warner Music Group by Access Industries

Pursuant to the Agreement and Plan of Merger, dated as of May 6, 2011 (the “Merger Agreement”), by and among the Company, AI Entertainment Holdings LLC (formerly Airplanes Music LLC), a Delaware limited liability company (“Parent”) and an affiliate of Access Industries, Inc. (“Access”), and Airplanes Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”), on July 20, 2011 (the “Merger Closing Date”), Merger Sub merged with and into the Company with the Company surviving as a wholly owned subsidiary of Parent (the “Merger”). In connection with the Merger, the Company delisted its common stock from the NYSE. The Company continues to voluntarily file with the SEC current and periodic reports that would be required to be filed with the SEC pursuant to Section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as provided for in certain covenants contained in the instruments covering its outstanding indebtedness. All of the Company’s common stock is owned by affiliates of Access Industries, Inc.

#### Our Company

We are one of the world’s major music-based content companies. Our company is composed of two businesses: Recorded Music and Music Publishing. We believe we are the world’s third-largest recorded music company and also the world’s third-largest music publishing company. We are a global company, generating over half of our revenues in more than 50 countries outside of the United States. We generated revenues of \$3.576 billion during the fiscal year ended September 30, 2017.

Our Recorded Music business produces revenue primarily through the marketing, sale and licensing of recorded music in various physical (such as CDs, Vinyl and DVDs) and digital (such as streaming and downloads) formats. We have one of the world’s largest and most diverse recorded music catalogs. Our Recorded Music business also benefits from additional revenue streams associated with artists, including merchandising, fan clubs, sponsorships, concert promotions and artist management, among other areas. We often refer to these rights as “artist services and expanded-rights” and to the recording agreements which provide us with participations in such rights as

“expanded-rights deals” or “360° deals.” Prior to intersegment eliminations, our Recorded Music business generated revenues of \$3.020 billion during the fiscal year ended September 30, 2017.

Our Music Publishing business owns and acquires rights to musical compositions, exploits and markets these compositions, and receives royalties or fees for their use. We publish music across a broad range of musical styles and hold rights in over one million copyrights from over 70,000 songwriters and composers. Prior to intersegment eliminations, our Music Publishing business generated revenues of \$572 million during the fiscal year ended September 30, 2017.

## Company History

Our history dates back to 1929, when Jack Warner, president of Warner Bros. Pictures, founded Music Publishers Holding Company (“MPHC”) to acquire music copyrights as a means of providing inexpensive music for films. Encouraged by the success of MPHC, Warner Bros. extended its presence in the music industry with the founding of Warner Bros. Records in 1958 as a means of distributing movie soundtracks and further utilizing actors’ contracts. For over 50 years, Warner Bros. Records has led the industry both creatively and financially with the discovery of many of the world’s biggest recording artists. Warner Bros. Records acquired Frank Sinatra’s Reprise Records in 1963. Our Atlantic Records label was launched in 1947 by Ahmet Ertegun and Herb Abramson as a small New York-based label focused on jazz and R&B and Elektra Records was founded in 1950 by Jac Holzman as a folk music label. Atlantic Records and Elektra Records were consolidated in 2004 to form the Atlantic Records Group. Since 1970, our international Recorded Music business has been responsible for the sale and marketing of our U.S. recording artists abroad as well as the discovery and development of international recording artists.

Chappell & Intersong Music Group, including Chappell & Co., a company whose history dates back to 1811, was acquired in 1987, expanding our Music Publishing business. We continue to diversify our presence through acquisitions and joint ventures with various labels, such as our acquisition of Ryko in 2006, our acquisition of a majority interest in Roadrunner Music Group B.V. (“Roadrunner”) in 2007 (we also acquired the remaining interest in Roadrunner in 2010), international expansion, such as our acquisitions of Gala in Russia in 2013 and Gold Typhoon in China in 2014, selective investments in complimentary businesses, such as our acquisitions of X5 in 2016 and selected assets of concert discovery platform SongKick in 2017 and the acquisition of music publishing catalogs and businesses, such as the Non-Stop Music production music catalog in 2007 and Southside Independent Music Publishing in 2011.

On July 20, 2011, we completed the Merger with an affiliate of Access pursuant to which Access became the beneficial owner of 100% of our equity and our controlling shareholder.

On July 1, 2013, we completed the acquisition (the “PLG Acquisition”) of Parlophone Label Group (“PLG”). PLG included a broad range of some of the world’s best-known recordings and classic and contemporary artists spanning a wide array of musical genres. PLG was comprised of the historic Parlophone label and Chrysalis and Ensign labels in the U.K., as well as EMI Classics and Virgin Classics, and EMI’s recorded music operations in Belgium, Czech Republic, Denmark, France, Norway, Poland, Portugal, Slovakia, Spain and Sweden. PLG’s artists included Air, Alain Souchon, Camille, Coldplay, Daft Punk, Danger Mouse, David Bowie, David Guetta, Deep Purple, Duran Duran, Eliza Doolittle, Gorillaz, Iron Maiden, Jean-Louis Aubert, Jethro Tull, Julien Clerc, Kylie Minogue, M. Pokora, Magic System, Pablo Alborán, Pink Floyd, Roxette, Tina Turner and Tinie Tempah, as well as many developing and up-and-coming artists. PLG’s EMI Classics and Virgin Classics brand names were not included with the PLG Acquisition. WMG has rebranded these businesses, respectively, as Warner Classics and Erato.

Warner Music Group is today home to a collection of record labels, including Asylum, Atlantic, Big Beat, Canvasback, East West, Elektra, Erato, FFRR, Fueled by Ramen, Nonesuch, Parlophone, Reprise, Rhino, Roadrunner, Sire, Spinnin’, Warner Bros., Warner Classics and Warner Music Nashville, as well as Warner/Chappell Music, one of the world’s leading music publishers.

## Our Business Strengths

We believe the following competitive strengths will enable us to grow our revenue and increase our margins and cash flow and to continue to generate recurring revenue through our diverse base of Recorded Music and Music Publishing assets:

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Evergreen Catalog of Recorded Music and Music Publishing Content and Vibrant Roster of Recording Artists and Songwriters. We believe the depth and quality of our Recorded Music and Music Publishing catalogs stand out, with a collection of owned and controlled evergreen recordings and songs that generate steady cash flows. We believe these assets demonstrate our historical success in developing talent and will help to attract future talent in order to enable our continued success. We have been able to consistently attract, develop and retain successful recording artists and songwriters. Our talented artist and repertoire (“A&R”) teams are focused on finding and nurturing future successful recording artists and songwriters, as evidenced by our roster of recording artists and songwriters and our recent successes in our Recorded Music and Music Publishing businesses. We believe our relative size, the strength and experience of our management team, our ability to respond to industry and consumer trends and challenges, our diverse array of genres, our large catalog of hit recordings and songs and our A&R skills will help us continue to generate steady cash flows.

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**Highly Diversified Revenue Base.** Our revenue base is derived largely from recurring sources such as our Recorded Music and Music Publishing catalogs and new recordings and songs from our roster of recording artists and songwriters. In any given year, only a small percentage of our total revenue depends on recording artists and songwriters without an established track record and our revenue base does not depend on any single recording artist, songwriter, recording or song. We have built a large and diverse catalog of recordings and songs that covers a wide breadth of musical styles, including pop, rock, jazz, classical, country, R&B, hip-hop, rap, reggae, Latin, alternative, folk, blues and gospel music. We are a significant player in each of our major geographic regions. Continuing to enter into additional expanded-rights deals will further diversify the revenue base of our Recorded Music business and we continue to make selective investments in established and emerging markets.

**Flexible Cost Structure with Low Capital Expenditure Requirements.** We have a highly variable cost structure, with substantial discretionary spending and minimal capital requirements beyond improving our IT infrastructure. We have contractual flexibility with regard to the timing and amounts of advances paid to recording artists and songwriters as well as discretion regarding future investment in new recording artists and songwriters, which allows us to respond to changing industry conditions. Our significant discretion with regard to the timing and expenditure of variable costs provides us with considerable flexibility in managing our expenses. In addition, our capital expenditure maintenance requirements are predictable. In fiscal year 2015 we also incurred expenditures related to the relocation of our corporate headquarters and in fiscal year 2017 we incurred expenditures in connection with the consolidation of our West Coast operations and the relocation of our shared services center to Nashville. We expect to continue to incur expenses related to these projects in fiscal year 2018. We also continue to focus on cost control by seeking sensible opportunities to convert fixed costs to variable costs, to enhance our effectiveness, flexibility, structure and performance by reducing and realigning long-term costs and continuing to implement changes to better align our workforce with the changing nature of the music industry by continuing to shift resources from our physical sales channels to efforts focused on digital distribution and emerging technologies and other new revenue streams.

**Continued Transition to Higher-Margin Digital Platforms.** We derive revenue from different digital business models and products, including digital streaming of both audio and video content and digital downloads of single tracks and albums. We have established ourselves as a leader in the music industry's transition to the digital era by expanding our distribution channels through strong partnerships and developing innovative products and services to further leverage our content and rights. For the fiscal year ended September 30, 2017, digital revenue represented approximately 52% of our total revenue versus 46% for the fiscal year ended September 30, 2016 and in fiscal year 2017 digital streaming was our largest source of Recorded Music revenue. We have integrated the development of innovative digital products and strategies throughout our business and have established a culture of product innovation. Through our digital initiatives we have established strong relationships with our customers and have become a leader in the expanding worldwide digital music business. Due to the absence of certain costs associated with physical products, such as manufacturing, distribution, inventory and returns, we continue to experience higher margins on our digital product offerings than our physical product offerings.

**Strong Management Team and Strategic Investor.** Our management team has continued to successfully implement our business strategy, including delivering strong results in our digital business and continuing to diversify our revenue mix. At the same time, management has remained vigilant in managing costs and maintaining financial flexibility. During fiscal year 2013, our management team successfully completed the PLG Acquisition and related financing. During fiscal years 2012 to 2017, management completed several refinancings of our debt, lowering interest expenses. In addition, since our acquisition by Access in July 2011, we have benefited from our partnership with Access, which has provided us with strategic direction and planning support to help us manage the ongoing transition in the recorded music industry.

Our Strategy

We expect to increase revenues and cash flow through the following business strategies:

Attract, Develop and Retain Established and Emerging Recording Artists and Songwriters. A critical element of our strategy is to produce a consistent flow of new music by finding, developing and retaining recording artists and songwriters who achieve long-term success. We expect to enhance the value of our assets by continuing to attract and develop new recording artists and songwriters with staying power and market potential. Our A&R teams seek to sign talented recording artists who will generate a meaningful level of revenues and increase the enduring value of our catalog on an ongoing basis. We also work to identify promising songwriters who write musical compositions that will augment the lasting value and stability of our music publishing catalog. We regularly evaluate our recording artist and songwriter rosters to ensure that we remain focused on developing the most promising and profitable talent and are committed to maintaining financial discipline in evaluating agreements with artists. We will also continue to evaluate opportunities to add to our catalog or acquire or make investments in companies engaged in businesses that are similar or complementary to ours on a selective basis.

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**Maximize the Value of Our Music Assets.** Our relationships with recording artists and songwriters, along with our recorded music and music publishing catalogs are our most valuable assets. We intend to continue to exploit the value of these assets through a variety of distribution channels, formats and products to generate significant cash flow from our music-based content. We believe that the ability to monetize our music-based content will improve over time as we drive users and engagement across current and emerging distribution channels. We will seek to exploit the potential of previously under-monetized content in new channels, formats and product offerings. We will also continue to work with our partners to explore creative approaches and develop new deal structures and product offerings to take advantage of new distribution channels. We also intend to continue to expand our global footprint through strategic acquisitions, partnerships and organic growth in markets where we see opportunities to grow revenues, supplementing our global organization with local investment.

**Capitalize on Digital Distribution and Emerging Technologies.** We are embracing commercial innovation and believe the growth of digital formats will continue to produce new means for the distribution, exploitation and monetization of the assets of our Recorded Music and Music Publishing businesses. We believe that the continued development of legitimate online and mobile channels for the consumption of music-based content and increasing access to digital music services present significant promise and opportunity for the music industry. Legitimate digital music services offer ease of use, discovery, quality, portability and seamlessness relative to illegal alternatives. We intend to continue to extend our global reach by executing deals with new partners and developing optimal business models that will enable us to monetize our content across various platforms, services and devices. For the year ended September 30, 2017, our Recorded Music digital revenue significantly exceeded physical revenue. We also intend to continue to invest in emerging technologies, including AI, AR, VR, high-res audio, mobile messaging, social and other technologies to continue to build new revenue streams and position us for long-term growth.

**Focus on Continued Management of Our Cost Structure.** We plan to continue to maintain a disciplined approach to cost management in our business and to pursue additional cost savings with a focus on aligning our cost structure with our strategy and optimizing the implementation of our strategy. As part of this focus, we will continue to monitor industry conditions to ensure that our business remains aligned with industry trends. We also plan to continue to aggressively shift resources from our physical sales channels to efforts focused on digital sales channels and other new revenue streams. As digital revenue makes up a greater portion of total revenue, we plan to manage our cost structure accordingly. In addition, we will continue to look for opportunities to convert fixed costs to variable costs through realigning or outsourcing certain functions or leveraging more effective IT systems where these initiatives provide additional cost savings. We are constantly monitoring our costs and seeking additional cost savings.

**Contain Digital Piracy.** Containing piracy continues to be a major focus of the music industry and we, along with the rest of the industry, continue to take multiple measures through the development of new business models, technological innovation, litigation, education and the promotion of legislation and voluntary agreements to combat piracy, including filing civil lawsuits, participating in education programs, lobbying for tougher anti-piracy legislation and other initiatives to preserve the value of music copyrights. We expect that the effectiveness of technological measures to deter piracy will continue to improve including the ability to automate large-scale takedowns of infringing links, the identification of major brands advertising on rogue sites, sending notices via ISPs to repeat infringers and website/domain blocking and takedowns of infringing mobile applications. We believe these actions and technologies, in addition to the expansive growth of legitimate online and mobile music offerings, will help to limit the revenue lost to digital piracy. Research conducted by Ipsos, a recognized third-party market research firm, in conjunction with IFPI, shows that the net incidence of music piracy across 13 key countries in 2017 rose marginally year-over-year, with ‘streamripping’ being the dominant form. However, almost all pirates also used an authorized method of accessing, acquiring, and/or consuming music, with only 2% of consumers across the 13 countries solely doing so via illegitimate means.

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Recorded Music (84%, 84% and 84% of consolidated revenues, before intersegment eliminations, for fiscal years ended September 30, 2017, 2016 and 2015)

Our Recorded Music business primarily consists of the discovery and development of artists and the related marketing, distribution and licensing of recorded music produced by such artists. We play an integral role in virtually all aspects of the recorded music value chain from discovering and developing talent to producing music and marketing and promoting artists and their products.

In the United States, our Recorded Music operations are conducted principally through our major record labels—Warner Bros. Records and Atlantic Records. Our Recorded Music operations also include Rhino, a division that specializes in marketing our music catalog through compilations, reissues of previously released music and video titles and releasing previously unreleased material from our vault. We also conduct our Recorded Music operations through a collection of additional record labels including Asylum, Big Beat, Canvasback, East West, Elektra, Erato, FFRR, Fueled by Ramen, Nonesuch, Parlophone, Reprise, Roadrunner, Sire, Spinnin', Warner Classics and Warner Music Nashville.

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Outside the United States, our Recorded Music activities are conducted in more than 50 countries through various subsidiaries, affiliates and non-affiliated licensees. Internationally, we engage in the same activities as in the United States: discovering and signing artists and distributing, marketing and selling their recorded music. In most cases, we also market and distribute the music of those artists for whom our domestic record labels have international rights. In certain smaller markets, we license the right to distribute our records to non-affiliated third-party record labels. Our international artist services operations include a network of concert promoters through which we provide resources to coordinate tours for our artists and other artists as well as management companies that guide artists with respect to their careers.

Our Recorded Music distribution operations include Warner-Elektra-Atlantic Corporation (“WEA Corp.”), which markets and sells music and video products to retailers and wholesale distributors; Alternative Distribution Alliance (“ADA”), which distributes the products of independent labels to retail and wholesale distributors; various distribution centers and ventures operated internationally.

In addition to our Recorded Music products being sold in physical retail outlets, our Recorded Music products are also sold in physical form to online physical retailers such as Amazon.com, barnesandnoble.com and bestbuy.com and in digital form to an expanded universe of digital partners, including digital streaming services such as Amazon, Apple Music, Deezer, Napster, Soundcloud, Spotify and YouTube, digital radio services such as iHeart Radio, Pandora and Sirius XM and digital download services such as Apple’s iTunes and Google Play.

We have integrated the exploitation of digital content into all aspects of our business, including artist and repertoire (“A&R”), marketing, promotion and distribution. Our business development executives work closely with A&R departments to ensure that while music is being produced, digital assets are also created with all distribution channels in mind, including streaming services, social networking sites, online portals and music-centered destinations. We also work side-by-side with our online and mobile partners to test new concepts. We believe existing and new digital businesses will be a significant source of growth and will provide new opportunities to successfully monetize our assets and create new revenue streams. The proportion of digital revenues attributed to each distribution channel varies by region and proportions may change as the roll out of new technologies continues. As an owner of music content, we believe we are well positioned to take advantage of growth in digital distribution and emerging technologies to maximize the value of our assets.

We have diversified our revenues beyond our traditional businesses by entering into expanded-rights deals with recording artists in order to partner with artists in other aspects of their careers. Under these agreements, we provide services to and participate in artists’ activities outside the traditional recorded music business such as touring, merchandising and sponsorships. We have built artist services capabilities and platforms for exploiting this broader set of music-related rights and participating more widely in the monetization of the artist brands we help create. We believe that entering into expanded-rights deals and enhancing our artist services capabilities in areas such as concert promotion and management has permitted us to diversify revenue streams and capitalize on other revenue opportunities. This provides for improved long-term relationships with artists and allows us to more effectively connect artists and fans.

## A&R

We have a decades-long history of identifying and contracting with recording artists who become commercially successful. Our ability to select artists who are likely to be successful is a key element of our Recorded Music business strategy and spans all music genres and all major geographies and includes artists who achieve national, regional and international success. We believe that this success is directly attributable to our experienced global team of A&R executives, to the longstanding reputation and relationships that we have developed in the artistic community and to our effective management of this vital business function.

In the U.S., our major record labels identify potentially successful recording artists, sign them to recording agreements, collaborate with them to develop recordings of their work and market and sell or license these finished recordings to legitimate digital channels and retail stores. Increasingly, we are also expanding our participation in image and brand rights associated with artists, including merchandising, sponsorships, touring and artist management. Our labels scout and sign talent across all major music genres, including pop, rock, jazz, classical, country, R&B, hip-hop, rap, reggae, Latin, alternative, folk, blues and gospel. Internationally, we market and sell U.S. and local repertoire through our network of affiliates and licensees in more than 50 countries. With a roster of local artists performing in various local languages throughout the world, we have an ongoing commitment to developing local talent aimed at achieving national, regional or international success.

Many of our recording artists continue to appeal to audiences long after we cease to release their new recordings. We have an efficient process for sustaining sales across our catalog releases. Relative to our new releases, we spend comparatively small amounts on marketing for our catalog.

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We maximize the value of our catalog of recorded music through our Rhino business unit and through activities of each of our record labels. We use our catalog as a source of material for re-releases, compilations, box sets and special package releases, which provide consumers with incremental exposure to familiar songs and artists. Rhino also releases new soundtrack albums and new music from legacy artists; as well as exploiting the name and likeness of certain artist estates and brands.

Representative Worldwide Recorded Music Artists

A Boogie wit da Hoodie	David Bowie	Iron Maiden	My Chemical Romance	Sigur Rós
A-ha	Death Cab for Cutie	James Blunt	Nek	Simple Plan
Air	Deftones	Katherine Jenkins	New Order	Skillet
Alt-J	Jason Derulo	Jane's Addiction	Never Shout Never	Skrillex
Andra Day	Disturbed	Jethro Tull	Nickelback	Slipknot
Jean-Louis Aubert	Donkeyboy	Johnny Hallyday	Stevie Nicks	The Smiths
Avenged Sevenfold	The Doors	Julien Clerc	Nico and Vinz	Spandau Ballet
Frankie Ballard	DRAM	k.d. lang	Notorious B.I.G.	Regina Spektor
The Baseballs	Dream Theater	Kehlani	Paolo Nutini	Staind
Jeff Beck	Duran Duran	Kid Rock	Opeth	Rod Stewart
Gary Clark Jr.	Eagles	Killswitch Engage	Pablo Alborán	The Streets
Biffy Clyro	Brett Eldrege	Kobukuro	Panic! At the Disco	Sturgill Simpson
Big Smo	Eliza Doolittle	Kodak Black	Pantera	Alain Souchon
Billy Talent	Missy Elliott	Korn	Paramore	Stone Sour
Birdy	The Enemy	Kraftwerk	Laura Pausini	Stone Temple Pilots
The Black Keys	Enya	Jana Kramer	Pendulum	Superfly
Black Sabbath	Jimmy Fallon	Larry the Cable Guy	Christina Perri	Cole Swindell
Blur	Flaming Lips	Hugh Laurie	Peter Fox	Mariya Takeuchi
Miguel Bosé	Fleetwood Mac	Led Zeppelin	Tom Petty	Tegan and Sara
Michelle Branch	Flo Rida	Ligabue	Pink Floyd	Tina Turner
Bruno Mars	Aretha Franklin	Lil Pump	Plan B	Tinie Tempah
Michael Bublé	Foreigner	Lil Uzi Vert	Portugal. The Man	Theory of a Deadman
Cardi B	fun.	Lily Allen	Primal Scream	Rob Thomas
The Cars	Galantis	Linkin Park	Prince	Trans-Siberian Orchestra
Cee Lo Green	Kevin Gates	Dua Lipa	Charlie Puth	Trey Songz
Tracy Chapman	Genesis	Lynyrd Skynyrd	The Ramones	Ty Dolla \$ign
Ray Charles	Rhiannon Giddens	M. Pokora	Randy Travis	Jolin Tsai
Charlie XCX	Gloriana	Machine Head	Red Hot Chili Peppers	Twenty One Pilots
Cher	Lukas Graham	Christophe Maé	Bebe Rexha	Twisted Sister
Chicago	Gojira	Magic System	Damien Rice	Uncle Kracker
Eric Clapton	Goo Goo Dolls	Maná	Kenny Rogers	Van Halen
Kelly Clarkson	Josh Groban	Melanie Martinez	Roxette	Westernhagen
Coldplay	Grateful Dead	Mastodon	Rudimental	Whitesnake
Ornette Coleman	Green Day	matchbox twenty	Rumer	Wilco
Phil Collins	Gorillaz	MC Solaar	Rush	Wiz Khalifa
John Coltrane	Gucci Mane	Bette Midler	Todd Rundgren	The Wombats
Alice Cooper	David Guetta	Luis Miguel	Alejandro Sanz	Yes
The Corrs	Halestorm	Kylie Minogue	Seal	Neil Young
Crosby, Stills & Nash	Hard-Fi	Janelle Monáe	Sean Paul	Young the Giant

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Sheryl Crow	Emmylou Harris	The Monkees	Seed	Young Thug
Daft Punk	Hunter Hayes	Ashley Monroe	Ed Sheeran	Youssou N'Dour
Dan + Shay	The Head and the Heart	Jason Mraz	Blake Shelton	Zac Brown Band
Danger Mouse	Faith Hill	Muse	Shinedown	ZZ Top

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## Recording Artists' Contracts

Our artists' contracts define the commercial relationship between our recording artists and our record labels. We negotiate recording agreements with artists that define our rights to use the artists' copyrighted recordings. In accordance with the terms of the contract, the artists receive royalties based on sales and other forms of exploitation of the artists' recorded works. We customarily provide up-front payments to artists called advances, which are recoupable by us from future royalties otherwise payable to artists. We also typically pay costs associated with the recording and production of albums, which in certain countries are treated as advances recoupable by us from future royalties. Our typical contract for a new artist covers a single initial album and provides us with a series of options to acquire subsequent albums from the artist. Royalty rates and advances are often increased for subsequent albums for which we have exercised our options. Many of our contracts contain a commitment from the record label to fund video production costs, at least a portion of which in certain countries is treated as advances recoupable by us from future royalties.

Our established artists' contracts generally provide for greater advances and higher royalty rates. Typically, established artists' contracts entitle us to fewer albums, and, of those, fewer are optional albums. In contrast to new artists' contracts, which typically give us ownership in the artist's work for the full term of copyright, some established artists' contracts provide us with an exclusive license for some fixed period of time. It is not unusual for us to renegotiate contract terms with a successful artist during the term of their existing agreement, sometimes in return for an increase in the number of albums that the artist is required to deliver.

While the duration of the contract may vary, our contracts typically grant us ownership for the duration of copyright. See "Intellectual Property-Copyrights." U.S. copyright law permits authors or their estates to terminate an assignment or license of copyright (for the U.S. only) after a set period of time in certain circumstances. See "Risk Factors—We face a potential loss of catalog to the extent that recording artists have a right to recapture rights in their recordings under the U.S. Copyright Act."

We are also continuing to transition to other forms of business models with recording artists to adapt to changing industry conditions. Many of the recording agreements we currently enter into are expanded-rights deals, in which we share in the touring, merchandising, sponsorship/endorsement, fan club or other non-traditional music revenues associated with those artists.

## Marketing and Promotion

Our approach to marketing and promoting our artists and their recordings is comprehensive. Our goal is to maximize the likelihood of success for new releases as well as to stimulate the success of catalog releases. We seek to increase the value of music, and help our artists connect with their fans.

The marketing and promotion of recorded music is carefully coordinated to create the greatest sales momentum, while maintaining financial discipline. We have significant experience in our marketing and promotion departments, which we believe allows us to achieve an optimal balance between our marketing expenditure and the eventual sales of our artists' recordings. We use a budget-based approach to plan marketing and promotions, and we monitor all expenditures related to each release to ensure compliance with the agreed-upon budget. These planning processes are regularly evaluated based on updated artist retail sales reports and radio airplay data, so that a promotion plan can be quickly adjusted if necessary..

## Manufacturing, Packaging and Physical Distribution

Technicolor SA, a technology provider for the media and entertainment sectors, which acquired in 2015 the North American optical disc manufacturing and distribution assets from Cinram Group Inc. (collectively, with its affiliates and subsidiaries, "Cinram"), is currently our primary supplier of manufacturing, packaging and physical distribution services in the U.S. and Canada. We also have arrangements with other suppliers and distributors, in addition to Technicolor, as part of our manufacturing, packaging and physical distribution network throughout the rest of the world. We believe that the pricing terms of our manufacturing, packaging and physical distribution agreements reflect market rates.

#### Sales and Digital Distribution

We generate sales from the new releases of current artists and our catalog of recordings. In addition, we actively repackage music from our catalog to form new compilations. Our sales are generated in digital formats including streaming and downloads, CD format, as well as through historical formats, such as vinyl albums.

Most of our physical sales represent purchases by a wholesale or retail distributor. Our sale and return policies are in accordance with wholesale and retailer requirements, applicable laws and regulations, territory and customer-specific negotiations, and industry practice. We attempt to minimize the return of unsold product by working with retailers to manage inventory and SKU counts as well as monitoring shipments and sell-through data.

We sell our physical recorded music products through a variety of different retail and wholesale outlets including music specialty stores, general entertainment specialty stores, supermarkets, mass merchants and discounters, independent retailers and other traditional retailers. Although some of our retailers are specialized, many of our customers offer a substantial range of products other than music. The digital sales channel—both online and mobile—has become an increasingly important sales channel. Online sales include sales of traditional physical formats through both the online distribution arms of traditional retailers such as fye.com and walmart.com and traditional online physical retailers such as amazon.com, bestbuy.com and barnesandnoble.com. In addition, there has been a proliferation of legitimate online service providers, which sell digital music on a per-album or per-track basis or offer subscription and streaming services. Various mobile service providers also offer their subscribers the ability to stream or download music on mobile devices. We currently partner with a broad range of digital service providers, such as Amazon, Apple, Deezer, KKBox, Napster, Spotify, Telefonica, Tencent, YouTube and Google, and are actively seeking to develop and grow our digital business. In digital formats, per-unit costs related directly to physical products such as manufacturing, distribution, inventory and return costs do not apply. While there are some digital-specific variable costs and infrastructure investments needed to produce, market and sell digital products, it is reasonable to expect that we will generally derive a higher contribution margin from digital sales than physical sales.

Our agreements with online and mobile service providers generally last one to three years. We believe that the short-term nature of our agreements enables us to maintain the flexibility that we need given the continuing changes to digital business models.

We enter into agreements with these service providers to make our masters available for access in digital formats (e.g., streaming, digital downloads, etc.). We then provide digital assets for our masters to these service providers in an accessible form. Our agreements with these service providers establish our fees for the distribution of our product, which vary based on the type of product being distributed. We typically receive accounting reports from these service providers on a monthly basis, detailing the distribution activity, with payments rendered on a monthly basis.

Our business has historically been seasonal. In the recorded music business, purchases have historically been heavily weighted towards the last three months of the calendar year. However, since the emergence of digital sales, we have noted our business is becoming less seasonal in nature and driven more by the timing of our releases. As digital revenue increases as a percentage of our total revenue, this may continue to affect the overall seasonality of our business. However, seasonality with respect to the sale of music in new formats, such as digital, is still developing.

Music Publishing (16%, 16% and 16% of consolidated revenues, before intersegment eliminations, for fiscal years ended September 30, 2017, 2016 and 2015)

While recorded music is focused on exploiting a particular recording of a composition, music publishing is an intellectual property business focused on the exploitation of the composition itself. In return for promoting, placing, marketing and administering the creative output of a songwriter, or engaging in those activities for other rightsholders, our Music Publishing business garners a share of the revenues generated from use of the composition.

Our Music Publishing operations are conducted principally through Warner/Chappell, our global music publishing company headquartered in Los Angeles with operations in over 50 countries through various subsidiaries, affiliates and non-affiliated licensees. We own or control rights to more than one million musical compositions, including pop hits, American standards, folk songs and motion picture and theatrical compositions. Assembled over decades, our award-winning catalog includes over 70,000 songwriters and composers and a diverse range of genres including pop, rock, jazz, classical, country, R&B, hip-hop, rap, reggae, Latin, folk, blues, symphonic, soul, Broadway, techno, alternative and gospel. Warner/Chappell also administers the music and soundtracks of several third-party television and film producers and studios. We have an extensive production music library collectively branded as Warner/Chappell Production Music.



Music Publishing Portfolio

Representative Songwriters

Rhett Akins	Halestorm	Nickelback
Steve Aoki	Jerome Harmon	Paramore
Beyoncé	Ben Hayslip	Katy Perry
Belly	Brett James	Plain White T's
Michelle Branch	Jay Z	Cole Porter
Brody Brown	Ian Kirkpatrick	The Ramones
James Brown	Kool & the Gang	Pricilla Renea
Bruno Mars	Lady Antebellum	Damien Rice
Michael Bublé	Kendrick Lamar	Rihanna
Captain Cuts	Led Zeppelin	Liz Rose
Harry Chapin	Lil Wayne	Mort Shuman
Eric Clapton	Little Big Town	Stephen Sondheim
Dido	Tove Lo	Staind
Sean Douglas	Madonna	A Thousand Horses
Dream	Maná	Justin Trantor
Dr. Dre	Curtis Mayfield	Twenty One Pilots
Echosmith	Johnny Mercer	Kurt Weill
fun.	George Michael	Barry White
Nicole Galyon	Julia Michaels	Mike Will
Kenneth Gamble and Leon Huff	Nick Monson	John Williams
George and Ira Gershwin	Van Morrison	Lucinda Williams
Barry Gibb	Muse	Pharrell Williams
Brantley Gilbert	Kacey Musgraves	Wiz Kalifa
Ashley Gorley	Dave Mustaine	Wolf Cousins
Green Day	Tim Nichols	Rob Zombie

Representative Songs

1950s and Prior	1960s	1970s
As Time Goes By	Build Me Up Buttercup	A Horse With No Name
Dream A Little Dream Of Me	Everyday People	Ain't No Stopping Us Now
Frosty The Snowman	For What It's Worth	Hot Stuff
Jingle Bell Rock	I Only Want To Be With You	Killing Me Softly
Misty	Save The Last Dance For Me	Layla
Night And Day	This Magic Moment	Listen To The Music
Summertime	Viva Las Vegas	Moondance
That's All Right	Walk On By	Stairway To Heaven
When I Fall In Love	When A Man Loves A Woman	Star Wars Theme
Winter Wonderland	Whole Lotta Love	Staying Alive

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1980s	1990s	2000s	2010 and after
Celebration	Believe	American Idiot	Drunk In Love
Endless Love	Closing Time	Crazy	Firework
Eye Of The Tiger	Creep	Crazy In Love	Glad You Came
Flashdance	End Of The Road	Gotta Be Somebody	Grenade
Indiana Jones Theme	Gonna Make You Sweat	Hey There Delilah	Just The Way You Are
Jump	Livin' La Vida Loca	Home	Let It Go
Like A Prayer	Macarena	I Kissed A Girl	See You Again
Morning Train	MMMBop	Rockstar	Somebody That I Used To Know
Slow Hand	Sunny Came Home	Umbrella	Uptown Funk
The Wind Beneath My Wings	This Kiss	White Flag	We Are Young

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## Music Publishing Royalties

Warner/Chappell, as a copyright owner and/or administrator of copyrighted musical compositions, is entitled to receive royalties for the exploitation of musical compositions. We continually add new musical compositions to our catalog, and seek to acquire rights in songs that will generate substantial revenue over the long term.

Music publishers generally receive royalties pursuant to mechanical, public performance, synchronization and other licenses. In the U.S., music publishers collect and administer mechanical royalties, and statutory rates are established by the U.S. Copyright Act of 1976, as amended, for the royalty rates applicable to musical compositions for sales of recordings embodying those musical compositions. In the U.S., public performance royalties are typically administered and collected by performing rights organizations and in most countries outside the U.S., collection, administration and allocation of both mechanical and performance income are undertaken and regulated by governmental or quasi-governmental authorities. Throughout the world, each synchronization license is generally subject to negotiation with a prospective licensee and, by contract, music publishers pay a contractually required percentage of synchronization income to the songwriters or their heirs and to any co-publishers.

Warner/Chappell acquires copyrights or portions of copyrights and/or administration rights from songwriters or other third-party holders of rights in compositions. Typically, in either case, the grantor of rights retains a right to receive a percentage of revenues collected by Warner/Chappell. As an owner and/or administrator of compositions, we promote the use of those compositions by others. For example, we encourage recording artists to record and include our songs on their albums, offer opportunities to include our compositions in filmed entertainment, advertisements and digital media and advocate for the use of our compositions in live stage productions. Examples of music uses that generate publishing revenues include:

Performance: performance of the song to the general public

- Broadcast of music on television, radio and cable
- Live performance at a concert or other venue (e.g., arena concerts, nightclubs)
- Broadcast of music at sporting events, restaurants or bars
- Performance of music in staged theatrical productions

Digital: sale of recorded music in various digital formats

- Digital recordings such as streaming services, digital downloads and digital performance

Mechanical: sale of recorded music in various physical formats

- Physical recordings such as CDs, vinyl and DVDs

Synchronization: use of the song in combination with visual images

- Films or television programs
- Television commercials
- Video games
- Merchandising, toys or novelty items

Other:

- Licensing of copyrights for use in printed sheet music

Composers' and Lyricists' Contracts

Warner/Chappell derives its rights through contracts with composers and lyricists (songwriters) or their heirs, and with third-party music publishers. In some instances, those contracts grant either 100% or some lesser percentage of

copyright ownership in musical compositions and/or administration rights. In other instances, those contracts only convey to Warner/Chappell rights to administer musical compositions for a period of time without conveying a copyright ownership interest. Our contracts grant us exclusive exploitation rights in the territories concerned excepting any pre-existing arrangements. Many of our contracts grant us rights on a worldwide basis. Warner/Chappell customarily possesses administration rights for every musical composition created by the writer or composer during the duration of the contract.



While the duration of the contract may vary, many of our contracts grant us ownership and/or administration rights for the duration of copyright. See “Intellectual Property-Copyrights.” U.S. copyright law permits authors or their estates to terminate an assignment or license of copyright (for the U.S. only) after a set period of time. See “Risk Factors—We face a potential loss of catalog to the extent that recording artists have a right to recapture rights in their recordings under the U.S. Copyright Act.”

## Competition

In both Recorded Music and Music Publishing we compete based on price (to retailers in recorded music and to various end users in music publishing), on marketing and promotion (including both how we allocate our marketing and promotion resources as well as how much we spend on a dollar basis) and on artist signings. We believe we currently compete favorably in these areas.

Our Recorded Music business is also dependent on technological development, including access to, selection and viability of new technologies, and is subject to potential pressure from competitors as a result of their technological developments. Due to online piracy, we have been forced to compete with illegal channels such as unauthorized, online, peer-to-peer filesharing and CD-R activity. See “Industry Overview—Recorded Music—Piracy.” Additionally, we compete, to a lesser extent, for disposable consumer income with alternative forms of entertainment, content and leisure activities, such as cable and satellite television, pre-recorded films on DVD, the Internet, computers, mobile applications and video games.

The recorded music industry is highly competitive based on consumer preferences, and is rapidly changing. At its core, the recorded music business relies on the exploitation of artistic talent. As such, competitive strength is predicated upon the ability to continually develop and market new artists whose work gains commercial acceptance. According to Music and Copyright, in 2016, the three largest major record companies were Universal Music Group, Sony Music Entertainment and us, which collectively accounted for 73% of worldwide recorded music sales. There are many mid-sized and smaller players in the industry that accounted for the remaining 27%, including independent music companies. Universal Music Group was the market leader with a 33% worldwide market share in 2016 after absorbing the bulk of the recorded music assets of the former EMI in late 2012, followed by Sony Music Entertainment with a 22% share. We held an 18% share of worldwide recorded music sales globally in 2016.

The music publishing business is also highly competitive. The top three music publishers collectively accounted for 59% of the market. Based on Music & Copyright’s most recent estimates published in May 2017, Sony/ATV was the market leader in music publishing in 2016 with a 27% share (reflecting its administration of the EMI music publishing assets). Universal Music Publishing, having acquired BMG Music Publishing Group in 2007, was the second largest music publisher with a 20% share, followed by us at 12%. There are many mid-sized and smaller players in the industry that represent the balance of the market, including many individual songwriters who publish their own works.

## Intellectual Property

### Copyrights

Our business, like that of other companies involved in music publishing and recorded music, rests on our ability to maintain rights in musical works and recordings through copyright protection. In the U.S., copyright protection for works created as “works made for hire” (e.g., works of employees or certain specially commissioned works) on or after January 1, 1978 generally lasts for 95 years from first publication or 120 years from creation, whichever expires first. The period of copyright protection for works created on or after January 1, 1978 that are not “works made for hire” lasts for the life of the author plus 70 years. Works created and published or registered in the U.S. prior to January 1, 1978 generally enjoy a total copyright life of 95 years, subject to compliance with certain statutory provisions including

notice and renewal. In the U.S., sound recordings created prior to February 15, 1972 are not subject to federal copyright protection but are protected by common law rights or state statutes, where applicable. The term of copyright in the European Union (“E.U.”) for musical compositions in all member states lasts for the life of the author plus 70 years. In the E.U., the term of copyright for sound recordings lasts for 70 years from the date of release in respect of sound recordings that were still in copyright on November 1, 2013 and for 50 years from date of release in respect of sound recordings the copyright in which had expired by that date. The E.U. also recently harmonized the copyright term for joint musical works. In the case of a musical composition with words that is protected by copyright on or after November 1, 2013, E.U. member states are required to calculate the life of the author plus 70 years term from the date of death of the last surviving author of the lyrics and the composer of the musical composition, provided that both contributions were specifically created for the respective song.

We are largely dependent on legislation in each territory in which we operate to protect our rights against unauthorized reproduction, distribution, public performance or rental. In all territories where we operate, our products receive some degree of copyright protection, although the extent of effective protection varies widely. In a number of developing countries, the protection of copyright remains inadequate.

Technological changes have focused attention on the need for new legislation that will adequately protect the rights of producers. We actively lobby in favor of industry efforts to increase copyright protection and support the efforts of organizations such as the Recording Industry Association of America (“RIAA”), International Federation of the Phonographic Industry (“IFPI”) and the World Intellectual Property Organization (“WIPO”).

#### Trademarks

We consider our trademarks to be valuable assets to our business. As such, we endeavor to register our major trademarks in every country where we believe the protection of these trademarks is important for our business. Our major trademarks include Asylum, Atlantic, Elektra, Sire, Spinnin’, Reprise, Parlophone, Rhino, WEA and Warner/Chappell. We also use certain trademarks pursuant to royalty-free license agreements. Of these, the duration of the license relating to the WARNER and WARNER MUSIC marks and “W” logo is perpetual. The duration of the license relating to the WARNER BROS. RECORDS mark and WB & Shield designs is fifteen years from February 29, 2004. Each of the licenses may be terminated under certain limited circumstances, which may include material breaches of the agreement, certain events of insolvency, and certain change of control events if we were to become controlled by a major filmed entertainment company. We actively monitor and protect against activities that might infringe, dilute, or otherwise harm our trademarks.

#### Joint Ventures

We have entered into joint venture arrangements pursuant to which we or our various subsidiary companies manufacture, distribute and market (in most cases, domestically and internationally) recordings owned by the joint ventures. An example of this arrangement is Frank Sinatra Enterprises, a joint venture established to administer licenses for use of Frank Sinatra’s name and likeness and manage all aspects of his music, film and stage content.

#### Employees

As of September 30, 2017, we employed approximately 4,520 persons worldwide, including temporary and part-time employees. None of our employees in the U.S. are subject to a collective bargaining agreement, although certain employees in our non-domestic companies are covered by national labor agreements. We believe that our relationship with our employees is good.

#### Financial Information About Segments

Financial and other information by segment, and relating to foreign and domestic operations, and customer concentration for each of the last three fiscal years is set forth in Note 13 to the Consolidated Audited Financial Statements.

## INDUSTRY OVERVIEW

#### Recorded Music

Recorded music is one of the primary mediums of entertainment for consumers worldwide and in calendar year 2016, according to IFPI, generated \$15.7 billion in trade value of sales. Over time, major recorded music companies have built significant recorded music catalogs, which are long-lived assets that are exploited year after year. The exploitation of catalog material is typically more profitable than that of new releases, given lower development costs and more limited marketing costs. Through the end of the third calendar quarter of 2017 (i.e., the week ending September 28, 2017), according to Nielsen’s Music Connect system, 65% of all calendar year-to-date U.S. album unit sales, plus track-equivalent album sales and stream-equivalent on-demand album consumption, came from recordings

more than 18 months old.

According to IFPI, the top five territories (the U.S., Japan, the U.K., Germany, and France) collectively accounted for 73% of the related sales in the recorded music market in calendar year 2016. The U.S., which is the most significant exporter of music, is also the largest territory for recorded music sales, constituting 34% of total calendar year 2016 recorded music sales on a trade value basis. The U.S. and Japan are largely local music markets, with 93% and 87% of their calendar year 2015 physical music sales consisting of domestic repertoire, respectively. In contrast, markets like the U.K. have higher percentages of international sales, with international repertoire in that territory constituting 42% of physical music sales.

There has been a major shift in distribution of recorded music from specialty shops towards mass-market and online retailers in recent years. Online sales of physical product as well as digital downloads have grown, and according to the market research firm NPD, record/entertainment/electronics stores' share of U.S. music sales totaled 18% in 2009. U.S. mass-market and other stores' share grew from 38% in calendar 1999 to 54% in calendar year 2004, and with the subsequent growth of sales via online channels since that time, their share contracted to 28% in calendar year 2008. Mass-market retailers accounted for 14% of total industry unit sales

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calculated on a total album plus digital track equivalent (ten tracks per album) unit basis in the U.S. in calendar year 2016, according to SoundScan data. In addition, revenues resulting from music streaming services now represent a significant share of the overall recorded music market in the U.S. Data published by the RIAA shows that when the streaming category was taken into account, it was responsible for 62% of total year-to-date estimated industry retail value through the first half of calendar year 2017. In terms of genre, R&B/hip-hop surpassed rock and became the most popular style of music in the U.S. overall, representing 25% of the music purchased and consumed on streaming services in the U.S. through the first half of calendar year 2017, as captured and calculated by Nielsen Entertainment, although genres such as country, pop, electronic/dance music (EDM), and Latin music are also popular and outperform in specific formats.

According to RIAA, from calendar years 1990 to 1999, the U.S. recorded music industry grew at a compound annual growth rate of 7.6%. This growth, largely paralleled around the world, was driven by demand for music, the replacement of vinyl and cassettes with CDs, price increases and strong economic growth. The industry began experiencing negative growth rates in calendar year 1999, on a global basis, primarily driven by an increase in digital piracy. Other drivers of this decline were and are the overall recessionary economic environment, bankruptcies of record retailers and wholesalers, growing competition for consumer discretionary spending and retail shelf space and the maturation of the CD format, which slowed the historical growth pattern of recorded music sales. Since that time, annual dollar sales of physical music product in the U.S. are estimated to have declined at a compound annual growth rate of 12%, although there was a 2.5% year-over-year increase recorded in 2004. In calendar year 2016, the physical business experienced a 16% year-over-year decline on a value basis. However, U.S. performance figures for the market overall in calendar year 2016, as well as through the first half of calendar year 2017, reflected year-over-year increases in estimated retail revenues of 11% and 17%, respectively, suggesting that revenues from streaming services are offsetting declines in other formats. While the 6% year-over-year increase in global trade revenues reported by IFPI for calendar year 2016 also indicates that the climate may be improving, the experience varies by market, with some markets still being adversely impacted to varying degrees by differing penetration levels of piracy-enabling technologies, such as broadband access and CD-R technology, and economic conditions.

Notwithstanding these factors, we believe that music industry results could continue to improve based on the continued mobilization of the industry as a whole against piracy and the development and broad adoption of legitimate digital distribution channels.

#### Piracy

One of the industry's biggest challenges is combating piracy. Music piracy exists in two primary forms: digital (which includes illegal downloading, streaming piracy and CD-R piracy) and industrial:

- Digital piracy has grown dramatically, enabled by the increasing penetration of broadband Internet access and the ubiquity of powerful microprocessors, fast optical drives (particularly with writable media, such as CD-R) and large inexpensive disk storage in personal computers. The combination of these technologies has allowed consumers to easily, flawlessly and almost instantaneously make high-quality copies of music using a home computer by "ripping" or converting musical content from CDs into digital files, stored on local disks. These digital files can then be distributed for free over the Internet through anonymous peer-to-peer filesharing networks such as BitTorrent and Frostwire ("illegal downloading"). Alternatively, these files can be burned onto multiple CDs for physical distribution ("CD-R piracy"). IFPI identified nearly 20 million URLs hosting infringing content and actioned them for removal in 2016. In addition, IFPI states that 339 million requests were sent to Google requiring it to 'delist' infringing sites. These figures represent only a fraction of sites and activity surrounding infringement.

Industrial piracy (also called counterfeiting or physical piracy) involves mass production of illegal CDs in factories. This form of piracy is largely concentrated in developing regions, and has existed for more than two decades. The

sale of legitimate recorded music in these developing territories is limited by the dominance of pirated products, which are sold at substantially lower prices than legitimate products. Based upon most recent data available, the International Intellectual Property Alliance (IIPA) estimated that U.S. trade losses due to physical piracy of records and music in 39 key countries/territories around the world with copyright protection and/or enforcement deficiencies totaled \$1.5 billion in 2009. At that time, the IIPA believed that piracy of records and music was most prevalent in territories such as Indonesia, China, the Philippines, Mexico, India and Argentina, where piracy levels were at 60% or above.

In 2003, the industry launched an intensive campaign to limit piracy that focused on four key initiatives:

- Technological: The technological measures against piracy are geared towards degrading the illegal filesharing process and tracking providers and consumers of pirated music. These measures include spoofing, watermarking, copy protection, the use of automated webcrawlers and access restrictions.

**Educational:** Led by RIAA and IFPI, the industry launched an aggressive campaign of consumer education designed to spread awareness of the illegality of various forms of piracy through aggressive print and television advertisements. These efforts have yielded positive results in impacting consumer behaviors and attitudes with regard to filesharing of music. A survey conducted by MusicWatch, a market research firm, in December 2016 showed that roughly 1 in 5 U.S. Internet users aged 13 or older who stopped or decreased their usage of filesharing services for music in the year covered by the survey were motivated by concerns about being sued and/or the legality of such services, as well as moral implications. Research conducted by Ipsos across 13 countries, as cited in IFPI's Music Consumer Insight Report 2016, found that a majority (50%+) of respondents in various age groups from 13 – 64 years old agreed that “downloading/streaming music without permission is stealing.”

- **Legal:** In conjunction with its educational efforts, the industry has taken aggressive legal action against commercial file-sharing sites, as well as cooperating with law-enforcement when criminal cases are appropriate. In April 2015, the industry reached a settlement agreement with Grooveshark that completely shut down its unauthorized streaming service. In September, the file-sharing sites Sharebeast and Albumjams.com, which were sources of a large number of pre-release leaks and millions of unpaid downloads, were shut down by the FBI. In addition, the industry has been successful in obtaining blocking orders in many countries, including the U.K., France, Italy, South Korea, Belgium, Spain and Portugal, that make it more difficult for end users to access infringing sites, such as BitTorrent sites. Finally, in both China and Russia, the courts have been more willing to issue rulings to combat unauthorized distribution. Such rulings allow for the potential growth of licensed services in these countries, which have been stymied by rampant content piracy.

**Development of online and mobile alternatives:** We believe that the development and success of legitimate digital music channels will be an important driver of recorded music sales and monetization going forward, as they represent both revenue stream and a potential inhibitor of piracy. The music industry has been encouraged by the proliferation and success of legitimate digital music distribution options. We believe that these legitimate online distribution channels offer several advantages to illegal peer-to-peer networks, including greater ease of use, higher quality and more consistent music product, faster downloading and streaming, better search and discovery capabilities and seamless integration with portable digital music players. Legitimate online download stores and streaming music services began to be established in 2001 beginning with the launch of Rhapsody (currently known as Napster) in late 2001 and continuing through the launch of Apple's iTunes music store in April 2003. Since then, many others (both large and small) have launched download and ad-supported and subscription streaming music services, offering a variety of models, including per-track pricing, per-album pricing and monthly subscriptions. According to Pro-music, a coalition of trade organizations representing record companies, music publishers, artists and musicians, retailers, and others engaged in the music business, including IFPI, there are more than 400 legal digital music services providing alternatives to illegal filesharing in markets around the world, with major international services operating in a multitude of territories. Devices such as smartphones and tablets that are equipped with new capabilities are increasingly offering consumers greater capability to acquire and consume full-track downloads and streaming audio and video through mobile platforms as well as online. These devices are further facilitating usage of legitimate options.

These efforts are incremental to the long-standing push by organizations such as RIAA and IFPI to curb industrial piracy around the world. In addition to these actions, the music industry is increasingly coordinating with other similarly impacted industries (such as software and filmed entertainment) to combat piracy.

We believe these actions have contained piracy levels in a number of markets. A survey conducted by MusicWatch covering activity in the second calendar quarter of 2017 showed that incidence of peer-to-peer (P2P) sharing of music among U.S. Internet users aged 13 or older rose slightly during the quarter but remained in single digit percentages. The survey also reflected that other types of unauthorized music sharing, such as the downloading of music via mobile apps, and the transfer of music files to/from hard drives and flash drives, were generally down or stable compared to earlier quarters.

Internationally, we believe governmental initiatives designed to protect intellectual property should also be helpful to the music industry and measures are being adopted in an increasing number of countries to achieve better ISP cooperation. Solutions to online piracy and making progress towards meaningful ISP cooperation against online piracy are also being adopted or pursued through government-sponsored negotiations of codes of practice or cross-industry agreements and remedies arising out of litigation, such as obtaining injunctions requiring ISPs to block access to infringing sites. We believe these actions, as well as other actions also currently being taken in many countries around the world, represent a positive trend internationally and a recognition by governments around the world that urgent action is required to reduce online piracy and in particular unlawful filesharing because of the harm caused to the creative industries. While these governmental actions have not come without some controversy, we continue to lobby for legislative change through music industry bodies and trade associations in jurisdictions where enforcement of copyright in the context of online piracy remains problematic due to existing local laws or prior court decisions.



## Music Publishing

### Background

Music publishing involves the acquisition of rights to, and licensing of, musical compositions (as opposed to recordings) from songwriters, composers or other rightsholders. Music publishing revenues are derived from five main royalty sources: Mechanical, Performance, Synchronization, Digital and Other.

In the U.S., mechanical royalties are collected by music publishers from recorded music companies or via The Harry Fox Agency, a non-exclusive licensing agent affiliated with SESAC, while outside the U.S., collection societies generally perform this function. Once mechanical royalties reach the publisher (either directly from record companies or from collection societies), percentages of those royalties are paid or credited to the writer or other rightsholder of the copyright in accordance with the underlying rights agreement. Mechanical royalties are paid at a penny rate of 9.1 cents per song per unit in the U.S. for physical formats (e.g., CDs and vinyl albums) and permanent digital downloads (recordings in excess of five minutes attract a higher rate). There are also rates set for interactive streaming and non-permanent downloads based on a formula that takes into account revenues paid by consumers or advertisers with certain minimum royalties that may apply depending on the type of service. "Controlled composition" provisions contained in some recording agreements may apply to the rates mentioned above pursuant to which artist/songwriters license their rights to their record companies for as little as 75% of the statutory rates. The current U.S. statutory mechanical rates will remain in effect through December 31, 2018. In most other territories, mechanical royalties are based on a percentage of wholesale prices for physical product and based on a percentage of consumer prices for digital products. In international markets, these rates are determined by multi-year collective bargaining agreements and rate tribunals.

Throughout the world, performance royalties are typically collected on behalf of publishers and songwriters by performance rights organizations and collection societies. Key performing rights organizations and collection societies include: The American Society of Composers, Authors and Publishers (ASCAP), SESAC and Broadcast Music, Inc. (BMI) in the U.S.; Mechanical-Copyright Protection Society and The Performing Right Society ("MCPS/PRS") in the U.K.; The German Copyright Society in Germany ("GEMA") and the Japanese Society for Rights of Authors, Composers and Publishers in Japan ("JASRAC"). The societies pay a percentage (which is set in each country) of the performance royalties to the copyright owner(s) or administrators (i.e., the publisher(s)), and a percentage directly to the songwriter(s), of the composition. Thus, the publisher generally retains the performance royalties it receives other than any amounts attributable to co-publishers.

The music publishing market has proven to be more resilient than the recorded music market in recent years as revenue streams other than mechanical royalties are largely unaffected by piracy, and are benefiting from additional sources of income from digital exploitation of music in streaming and downloads. The worldwide professional music publishing market was estimated to have generated \$4.42 billion in revenues in calendar year 2016 according to figures published in May 2017 by Music & Copyright.

In addition, major publishers have the opportunity to generate significant value by the acquisition of other music publishers by extracting cost savings (as acquired libraries can be administered with little incremental cost) and by increasing revenues through more aggressive monetization efforts.

## ITEM 1A. RISK FACTORS

In addition to the other information contained in this annual report on Form 10-K, certain risk factors should be considered carefully in evaluating our business. The risks and uncertainties described below may not be the only ones facing us. Additional risks and uncertainties that we do not currently know about or that we currently believe are immaterial may also adversely impact our business operations. If any of the following risks actually occur, our business, financial condition or results of operations would likely suffer. This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results and the timing of events could differ materially from those projected in forward-looking statements due to a number of factors, including those set forth below and elsewhere in this Annual Report on Form 10-K. See “Special Note Regarding Forward-Looking Statements” following this Item 1A. Risk Factors.

## Risks Related to Our Business

We may be unable to compete successfully in the highly competitive markets in which we operate and we may suffer reduced profits as a result.

The industries in which we operate are highly competitive, have experienced ongoing consolidation among major music companies and are driven by consumer preferences that are rapidly changing. Additionally, they require substantial human and capital resources. We compete with other recorded music companies and music publishers to identify and sign new recording artists and songwriters who subsequently achieve long-term success and to renew agreements with established artists and songwriters. In addition, our competitors may from time to time increase the amounts they spend to discover, or to market and promote, recording artists and songwriters or reduce the prices of their products in an effort to expand market share. We may lose business if we are unable to sign successful recording artists or songwriters or to match the prices of the products offered by our competitors. Our Recorded Music business competes not only with other recorded music companies, but also with the recorded music efforts of live events companies and recording artists who may choose to distribute their own works. Our Music Publishing business competes not only with other music publishing companies, but also with songwriters who publish their own works. Our Recorded Music business is to a large extent dependent on technological developments, including access to and selection and viability of new technologies, and is subject to potential pressure from competitors as a result of their technological developments. For example, our Recorded Music business may be further adversely affected by technological developments that facilitate the piracy of music, such as Internet peer-to-peer filesharing and CD-R activity, by an inability to enforce our intellectual property rights in digital environments and by a failure to develop successful business models applicable to a digital environment. The Recorded Music business also faces competition from other forms of entertainment and leisure activities, such as cable and satellite television, motion pictures and videogames in physical and digital formats.

If the recorded music industry fails to grow or streaming revenue fails to grow at a sufficient rate to offset download and physical sales declines, our prospects and our results of operations may be adversely affected.

In the last several years, recorded music sales have been mainly flat with some slight growth in the past few years following a long period of decline, while legal digital music has experienced rapid growth since 2003, and revenue streams from downloading and streaming have emerged. In fact, growth in digital sales offset declines in physical sales in 2015 and 2016 and continued to do so in 2017. Streaming revenue is important as it is offsetting declines in downloads and physical sales and represents a growing area of our Recorded Music business. According to IFPI, digital downloads accounted for 30% of global digital revenues in 2016. Streaming revenue, which includes revenue from ad-supported and subscription services, accounted for 59% of digital revenues in 2016, up 16 percentage points year-over-year. Although revenues from digital downloads fell by 20.5% in 2016, the decline was offset by an increase in streaming revenue, helping total digital revenues grow by 17.7%. Streaming models comprise a range of margins. For some streaming models, our margins are superior to those for downloads and for others, our margins are slightly less. We expect these trends to continue to impact our results for the foreseeable future. There can be no assurance that this growth pattern will persist or that digital revenue will grow at a rate sufficient to offset declines in physical sales. A declining recorded music industry is likely to lead to reduced levels of revenue and operating income generated by our Recorded Music business. Additionally, a declining recorded music industry is also likely to have a negative impact on our Music Publishing business, which generates a significant portion of its revenues from sales and other exploitation of recorded music.

There may be downward pressure on our pricing and our profit margins and reductions in shelf space.

There are a variety of factors that could cause us to reduce our prices and reduce our profit margins. They are, among others, price competition from the sale of motion pictures and videogames in physical and digital formats, the

negotiating leverage of mass merchandisers, big-box retailers and distributors of digital music, the increased costs of doing business with mass merchandisers and big-box retailers as a result of complying with operating procedures that are unique to their needs and any changes in costs or profit margins associated with our digital business, including the impact of ad-supported music services, some of which may be able to avail themselves of “safe harbor” defenses against copyright infringement actions under copyright laws. Due to “safe harbor” defenses, revenue from ad-supported music services do not fully reflect increases in consumption. In addition, we are currently dependent on a small number of leading digital music services, which allows them to significantly influence the prices we can charge in connection with the distribution of digital music. Over the course of the last decade, U.S. mass-market and other stores’ share of U.S. physical music sales has continued to grow. While we cannot predict how future competition will impact music retailers, as the music industry continues to transform it is possible that the share of music sales by a small number of leading mass-market retailers such as Walmart and Target, as well as online retailers and digital music services such as Amazon, Apple Music and Spotify will continue to grow, which could further increase their negotiating leverage and put pressure on profit margins. See “—We are substantially dependent on a limited number of digital music services, for the online sale of our music recordings and they are able to significantly influence the pricing structure for online music stores.”

Our prospects and financial results may be adversely affected if we fail to identify, sign and retain artists and songwriters and by the existence or absence of superstar releases and by local economic conditions in the countries in which we operate.

We are dependent on identifying, signing and retaining recording artists with long-term potential, whose debut albums are well received on release, whose subsequent albums are anticipated by consumers and whose music will continue to generate sales as part of our catalog for years to come. The competition among record companies for such talent is intense. Competition among record companies to sell and otherwise exploit records is also intense. We are also dependent on signing and retaining songwriters who will write the hit songs of today and the classics of tomorrow. Our competitive position is dependent on our continuing ability to attract and develop artists and songwriters whose work can achieve a high degree of public acceptance. Our financial results may be adversely affected if we are unable to identify, sign and retain such artists and songwriters under terms that are economically attractive to us. Our financial results may also be affected by the existence or absence of superstar artist releases during a particular period. Some music industry observers believe that the number of superstar acts with long-term appeal, both in terms of catalog sales and future releases, has declined in recent years. Additionally, our financial results are generally affected by the worldwide economic and retail environment, as well as the appeal of our Recorded Music catalog and our Music Publishing library to consumers.

We may have difficulty addressing the threats to our business associated with digital piracy.

The combined effect of the decreasing cost of electronic and computer equipment and related technology such as the conversion of music into digital formats have made it easier for consumers to obtain and create unauthorized copies of our recordings in the form of, for example, MP3 files. For example, about 95% of the music downloaded in 2008, or more than 40 billion files, were illegal and not paid for, according to IFPI's 2009 Digital Music Report. More recently, research conducted by Ipsos, a recognized third-party market research firm, in conjunction with IFPI, reflects that 26% of consumers across 13 key territories used file-sharing /P2P networks and digital locker sites to acquire music in 2017. In addition, while growth of music-enabled mobile consumers offers distinct opportunities for music companies such as ours, it also opens the market up to risks from behaviors such as "sideloading" and mobile app-based downloading of unauthorized content. As the business shifts to streaming music or access models, piracy in these models is increasing. For example, the practice of "stream-ripping," where websites or software programs enable end-users to obtain an unauthorized copy of the audio file associated with a music video, is a growing practice among young people and in parts of the world with high mobile data costs. The research conducted by Ipsos in conjunction with IFPI cited above also reflects that 35% of consumers across the 13 key countries engaged in stream-ripping activity in 2017, with incidence rising to 53% among 16 – 24 year olds. A substantial portion of our revenue comes from the sale of audio products and streaming services that are potentially subject to unauthorized consumer copying and widespread digital dissemination without an economic return to us. The impact of digital piracy on legitimate music sales and subscriptions is hard to quantify but we believe that illegal filesharing and other forms of unauthorized activity have a substantial negative impact on music sales. We are working to control this problem in a variety of ways including by litigation, by lobbying governments for new, stronger copyright protection laws and more stringent enforcement of current laws, through graduated response programs achieved through cooperation with ISPs and legislation being advanced or considered in many countries, through technological measures and by enabling legitimate new media business models. We cannot give any assurances that such measures will be effective. If we fail to obtain appropriate relief through the judicial process or the complete enforcement of judicial decisions issued in our favor (or if judicial decisions are not in our favor), if we are unsuccessful in our efforts to lobby governments to enact and enforce stronger legal penalties for copyright infringement or if we fail to develop effective means of protecting our intellectual property (whether copyrights or other rights such as patents, trademarks and trade secrets) or our entertainment-related products or services, our results of operations, financial position and prospects may suffer.

Organized industrial piracy may lead to decreased sales.

The global organized commercial pirate trade is a significant threat to content industries, including the music sector. A 2011 study by Frontier Economics cited by IFPI, estimates that digitally pirated music, movies and software was valued at \$30 billion to \$75 billion and IFPI's 2015 Digital Music Report cited research conducted by MediaLink on behalf of the Digital Citizens Alliance that placed advertising revenues generated by 596 piracy sites at \$227 million. Unauthorized copies and piracy have contributed to the decrease in the volume of legitimate sales. They have had, and may continue to have, an adverse effect on our business.

Legitimate channels for digital distribution of our creative content are a fairly recent development, and their impact on our business is unclear and may be adverse.

We have positioned ourselves to take advantage of online and mobile technology as a sales distribution channel and believe that the continued development of legitimate channels for digital music distribution holds promise for us. Digital revenue streams of all kinds are important to offset continued declining revenue from physical CD sales. However, legitimate channels for digital distribution have existed for less than 20 years and we cannot predict their long-term impact on our business. In digital formats, certain costs associated with physical products such as manufacturing, distribution, inventory and return costs do not apply. Partially eroding that benefit are increases in mechanical copyright royalties payable to music publishers that only apply in the digital space.

While there are some digital-specific variable costs and infrastructure investments necessary to produce and sell music in digital formats, we believe it is reasonable to expect that we will generally derive a higher contribution margin from digital sales than physical sales. However, we cannot be sure that we will generally continue to achieve higher margins from digital sales especially as an ever greater percentage of our digital revenue comes from sources other than downloads. Any legitimate digital distribution channel that does develop may result in lower or less profitable sales for us than comparable physical sales. In addition, the mix of digital services is changing and not all services will be equally remunerative. Ad-supported music services, some of which may be able to avail themselves of “safe harbor” defenses against copyright infringement actions under copyright laws, may be substitutional for more remunerative paid services. Furthermore, as new distribution channels continue to develop, we may have to implement systems to process royalties on new revenue streams for potential future distribution channels that are not currently known. These new distribution channels could also result in increases in the number of transactions that we need to process. If we are not able to successfully expand our processing capability or introduce technology to allow us to determine and pay royalty amounts due on these new types of transactions in a timely manner, we may experience processing delays or reduced accuracy as we increase the volume of our digital sales, which could have a negative effect on our relationships with artists and brand identity.

We are substantially dependent on a limited number of digital music services for the online sale or other exploitation of our music and they are able to significantly influence the pricing structure for online music stores.

We derive an increasing portion of our revenues from sales of music through digital distribution channels. We are currently dependent on a small number of leading digital music services that sell consumers digital music. We have limited ability to increase our wholesale prices to digital service providers as a small number of digital service providers control much of the legitimate digital music business. If these providers were to adopt a lower pricing model or if there were structural changes to other pricing models, we may receive substantially less for our music, which could cause a material reduction in our revenues, unless it is offset by a corresponding increase in the number of transactions. We currently enter into short-term contracts with some digital music providers or provide our content on an at will basis to others. There can be no assurance that we will be able to enter into new contracts with any digital music provider. Additionally, digital music services at present accept and make available for sale or other exploitation all the recordings that we and other distributors deliver to them. However, if digital music services in the future decide to limit the types or amount of music they will accept from music-based content owners like us, our revenues could be significantly reduced.

Our involvement in intellectual property litigation could adversely affect our business.

Our business is highly dependent upon intellectual property, an area that has encountered increased litigation in recent years. If we are alleged to infringe the intellectual property rights of a third-party, any litigation to defend the claim could be costly and would divert the time and resources of management, regardless of the merits of the claim. There can be no assurance that we would prevail in any such litigation. If we were to lose a litigation relating to intellectual property, we could be forced to pay monetary damages and to cease the sale of certain products or the use of certain technology. Any of the foregoing may adversely affect our business.

Due to the nature of our business, our results of operations and cash flows may fluctuate significantly from period to period.

Our net sales, operating income and profitability, like those of other companies in the music business, are largely affected by the number and quality of albums that we release or that include musical compositions published by us, timing of release schedules and, more importantly, the consumer demand for these releases. We also make advance payments to recording artists and songwriters, which impact our operating cash flows. The timing of album releases and advance payments is largely based on business and other considerations and is made without regard to the impact

of the timing of the release on our financial results. We report results of operations quarterly and our results of operations and cash flows in any reporting period may be materially affected by the timing of releases and advance payments, which may result in significant fluctuations from period to period. In addition, in 2013, we adopted a senior executive incentive compensation program that pays annual bonuses based on our free cash flow and offers participants the opportunity to share in appreciation of our common stock. As the valuation of our common stock fluctuates, this may also result in fluctuations from period to period.



Our business operations in some foreign countries subject us to trends, developments or other events which may affect us adversely.

We are a global company with strong local presences, which have become increasingly important as the popularity of music originating from a country's own language and culture has increased in recent years. Our mix of national and international recording artists and songwriters provides a significant degree of diversification for our music portfolio. However, our creative content does not necessarily enjoy universal appeal. As a result, our results can be affected not only by general industry trends, but also by trends, developments or other events in individual countries, including:

- limited legal protection and enforcement of intellectual property rights;
- restrictions on the repatriation of capital;
- fluctuations in interest and foreign exchange rates;
- differences and unexpected changes in regulatory environment, including environmental, health and safety, local planning, zoning and labor laws, rules and regulations;
- varying tax regimes which could adversely affect our results of operations or cash flows, including regulations relating to transfer pricing and withholding taxes on remittances and other payments by subsidiaries and joint ventures;
- exposure to different legal standards and enforcement mechanisms and the associated cost of compliance;
- difficulties in attracting and retaining qualified management and employees or rationalizing our workforce;
- tariffs, duties, export controls and other trade barriers;
- longer accounts receivable settlement cycles and difficulties in collecting accounts receivable;
- recessionary trends, inflation and instability of the financial markets;
- higher interest rates; and
- political instability.

We may not be able to insure or hedge against these risks, and we may not be able to ensure compliance with all of the applicable regulations without incurring additional costs. For example, our results of operations could be impacted by fluctuations of the U.S. dollar against most currencies. See “—Unfavorable currency exchange rate fluctuations could adversely affect our results of operations.” Furthermore, financing may not be available in countries with less than investment-grade sovereign credit ratings. As a result, it may be difficult to create or maintain profit-making operations in developing countries.

In addition, our results can be affected by trends, developments and other events in individual countries. There can be no assurance that in the future other country-specific trends, developments or other events will not have such a significant adverse effect on our business, results of operations or financial condition. Unfavorable conditions can depress sales in any given market and prompt promotional or other actions that affect our margins.

Our business may be adversely affected by competitive market conditions and we may not be able to execute our business strategy.

We expect to increase revenues and cash flow through a business strategy which requires us, among other things, to continue to maximize the value of our music assets, to significantly reduce costs to maximize flexibility and adjust to new realities of the market, to continue to act to contain digital piracy and to diversify our revenue streams into growing segments of the music business by entering into expanded-rights deals with recording artists and by operating our artist services businesses and to capitalize on digital distribution and emerging technologies.

Each of these initiatives requires sustained management focus, organization and coordination over significant periods of time. Each of these initiatives also requires success in building relationships with third parties and in anticipating and keeping up with technological developments and consumer preferences and may involve the implementation of new business models or distribution platforms. The results of our strategy and the success of our implementation of

this strategy will not be known for some time in the future. If we are unable to implement our strategy successfully or properly react to changes in market conditions, our financial condition, results of operations and cash flows could be adversely affected.

Our ability to operate effectively could be impaired if we fail to attract and retain our executive officers.

Our success depends, in part, upon the continuing contributions of our executive officers, however, there is no guarantee that they will not leave. Some of our executive officers have employment arrangements. In fiscal year 2017, we did not have a direct employment arrangement with our CEO and certain of our other executive officers have at-will employment letters. Effective October 1, 2016, we began to pay our CEO as an employee but have not entered into an employment agreement with him. Our CEO and each of our executive officers who have at-will employment letters have elected to participate in the Warner Music Group Corp. Senior Management Cash Flow Plan, and the at-will employment letters were a condition to their participation in the Plan. The loss of the services of any of our executive officers or the failure to attract other executive officers could have a material adverse effect on our business or our business prospects.

A significant portion of our revenues are subject to rate regulation either by government entities or by local third-party collection societies throughout the world and rates on other income streams may be set by governmental proceedings, which may limit our profitability.

Mechanical royalties and performance royalties are the two largest sources of income to our Music Publishing business and mechanical royalties are a significant expense to our Recorded Music business. In the United States, mechanical royalty rates are set every five years pursuant to an administrative process under the U.S. Copyright Act, unless rates are determined through voluntary industry negotiations, and performance royalty rates are set by performing rights societies and subject to challenge by performing rights licensees. Mechanical royalties are currently paid at a penny rate of 9.1 cents per song, per unit in the United States for physical formats (e.g., CDs and vinyl albums) and permanent digital downloads (recordings in excess of five minutes attract a higher rate) and 24 cents for ringtones. Outside the United States, mechanical and performance royalty rates are typically negotiated on an industry-wide basis. In most territories outside the United States, mechanical royalties are based on a percentage of wholesale prices for physical product and based on a percentage of consumer prices for digital products. The mechanical and performance royalty rates set pursuant to such processes may adversely affect us by limiting our ability to increase the profitability of our Music Publishing business. If the mechanical royalty rates are set too high it may also adversely affect us by limiting our ability to increase the profitability of our Recorded Music business. In addition, rates our Recorded Music business receives in the United States for webcasting and satellite radio are set every five years by an administrative process under the U.S. Copyright Act unless rates are determined through voluntary industry negotiations. It is important as sales shift from physical to diversified distribution channels that we receive fair value for all of the uses of our intellectual property as our business model now depends upon multiple revenue streams from multiple sources. The rates set for Recorded Music and Music Publishing income sources through legally prescribed rate-setting processes could have a material adverse impact on our business prospects.

An impairment in the carrying value of goodwill or other intangible and long-lived assets could negatively affect our operating results and equity.

As of September 30, 2017, we had \$1.685 billion of goodwill and \$117 million of indefinite-lived intangible assets. Financial Accounting Standards Codification (“ASC”) Topic 350, Intangibles—Goodwill and other (“ASC 350”) requires that we test these assets for impairment annually (or more frequently should indications of impairment arise) by first assessing qualitative factors and then by quantitatively estimating the fair value of each of our reporting units (calculated using a discounted cash flow method) and comparing that value to the reporting units’ carrying value, if necessary. If the carrying value exceeds the fair value, there is a potential impairment and additional testing must be performed. In performing our annual tests and determining whether indications of impairment exist, we consider numerous factors including actual and projected operating results of each reporting unit, external market factors such as market prices for similar assets and trends in the music industry. We performed an annual assessment, at July 1, 2017, of the recoverability of its goodwill and indefinite-lived intangibles as of September 30, 2017, noting no

instances of impairment. However, future events may occur that could adversely affect the estimated fair value of our reporting units. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions and the impact of the economic environment on our operating results. Failure to achieve sufficient levels of cash flow at our reporting units could also result in impairment charges on goodwill and indefinite-lived intangible assets. If the value of the acquired goodwill or acquired indefinite-lived intangible assets is impaired, our operating results and shareholders' equity could be adversely affected.

We also had \$2.090 billion of definite-lived intangible assets as of September 30, 2017. Financial Accounting Standard Board ("FASB") ASC Topic 360-10-35, ("ASC 360-10-35") requires companies to review these assets for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. No such events or circumstances were identified during the year ended September 30, 2017. If similar events occur as enumerated above such that we believe indicators of impairment are present, we would test for recoverability by comparing the carrying value of the asset to the net undiscounted cash flows expected to be generated from the asset. If those net undiscounted cash flows do not exceed the carrying amount, we would perform the next step, which is to determine the fair value of the asset, which could result in an impairment charge. Any impairment charge recorded would negatively affect our operating results and shareholders' equity.

Unfavorable currency exchange rate fluctuations could adversely affect our results of operations.

The reporting currency for our financial statements is the U.S. dollar. We have substantial assets, liabilities, revenues and costs denominated in currencies other than U.S. dollars. To prepare our consolidated financial statements, we must translate those assets, liabilities, revenues and expenses into U.S. dollars at then-applicable exchange rates. Consequently, increases and decreases in the value of the U.S. dollar versus other currencies will affect the amount of these items in our consolidated financial statements, even if their value has not changed in their original currency. These translations could result in significant changes to our results of operations from period to period. Prior to intersegment eliminations, 56% of our revenues related to operations in foreign territories for the fiscal year ended September 30, 2017. From time to time, we enter into foreign exchange contracts to hedge the risk of unfavorable foreign currency exchange rate movements. During the current fiscal year, we have hedged a portion of our material foreign currency exposures related to royalty payments remitted between our foreign affiliates and our U.S. affiliates.

We may not have full control and ability to direct the operations we conduct through joint ventures.

We currently have interests in a number of joint ventures and may in the future enter into further joint ventures as a means of conducting our business. In addition, we structure certain of our relationships with recording artists and songwriters as joint ventures. We may not be able to fully control the operations and the assets of our joint ventures, and we may not be able to make major decisions or may not be able to take timely actions with respect to our joint ventures unless our joint venture partners agree.

The enactment of legislation limiting the terms by which an individual can be bound under a “personal services” contract could impair our ability to retain the services of key artists.

California Labor Code Section 2855 (“Section 2855”) limits the duration of time any individual can be bound under a contract for “personal services” to a maximum of seven years. In 1987, Subsection (b) was added, which provides a limited exception to Section 2855 for recording contracts, creating a damages remedy for record companies. Legislation was introduced in New York in 2009 to create a statute similar to Section 2855 to limit contracts between artists and record companies to a term of seven years which could be reduced to three years if the artist was not represented in the negotiation and execution of such contracts by qualified counsel experienced with entertainment industry law and practices. Such legislation could result in certain of our existing contracts with artists being declared unenforceable, or may restrict the terms under which we enter into contracts with artists in the future, either of which could adversely affect our results of operations. There is no assurance that California will not introduce legislation in the future seeking to repeal Subsection (b). The repeal of Subsection (b) and/or the passage of legislation similar to Section 2855 by other states could materially adversely affect our results of operations and financial position.

We face a potential loss of catalog to the extent that our recording artists have a right to recapture rights in their recordings under the U.S. Copyright Act.

The U.S. Copyright Act provides authors (or their heirs) a right to terminate U.S. licenses or assignments of rights in their copyrighted works in certain circumstances. This right does not apply to works that are “works made for hire.” Since the effective date of U.S. federal copyright protection for sound recordings (February 15, 1972), virtually all of our agreements with recording artists provide that such recording artists render services under a work-made-for-hire relationship. A termination right exists under the U.S. Copyright Act for U.S. rights in musical compositions that are not “works made for hire.” If any of our commercially available sound recordings were determined not to be “works made for hire,” then the recording artists (or their heirs) could have the right to terminate the U.S. federal copyright rights they granted to us, generally during a five-year period starting at the end of 35 years from the date of release of a recording under a post-1977 license or assignment (or, in the case of a pre-1978 grant in a pre-1978 recording, generally during a five-year period starting at the end of 56 years from the date of copyright). A termination of U.S.

federal copyright rights could have an adverse effect on our Recorded Music business. From time to time, authors (or their heirs) have the opportunity to terminate our U.S. rights in musical compositions. However, we believe the effect of any potential termination is already reflected in the financial results of our Music Publishing business.

If we acquire, combine with or invest in other businesses, we will face certain risks inherent in such transactions.

We have in the past considered and will continue, from time to time, to consider, opportunistic strategic transactions, which could involve acquisitions, combinations or dispositions of businesses or assets, or strategic alliances or joint ventures with companies engaged in businesses that are similar or complementary to ours. Any such strategic combination could be material, be difficult to implement, disrupt our business or change our business profile significantly.

Any future strategic transaction could involve numerous risks, including:

- potential disruption of our ongoing business and distraction of management;
- potential loss of recording artists or songwriters from our rosters;
- difficulty integrating the acquired businesses or segregating assets to be disposed of;
- exposure to unknown and/or contingent or other liabilities, including litigation arising in connection with the acquisition, disposition and/or against any businesses we may acquire;
- reputational or other damages to our business as a result of a failure to consummate such a transaction for, among other reasons, failure to gain anti-trust approval; and
- changing our business profile in ways that could have unintended consequences.

If we enter into significant strategic transactions in the future, related accounting charges may affect our financial condition and results of operations, particularly in the case of any acquisitions. In addition, the financing of any significant acquisition may result in changes in our capital structure, including the incurrence of additional indebtedness. Conversely, any material disposition could reduce our indebtedness or require the amendment or refinancing of our outstanding indebtedness or a portion thereof. We may not be successful in addressing these risks or any other problems encountered in connection with any strategic transactions. We cannot assure you that if we make any future acquisitions, investments, strategic alliances or joint ventures or enter into any business combination that they will be completed in a timely manner, or at all, that they will be structured or financed in a way that will enhance our creditworthiness or that they will meet our strategic objectives or otherwise be successful. We also may not be successful in implementing appropriate operational, financial and management systems and controls to achieve the benefits expected to result from these transactions. Failure to effectively manage any of these transactions could result in material increases in costs or reductions in expected revenues, or both. In addition, if any new business in which we invest or which we attempt to develop does not progress as planned, we may not recover the funds and resources we have expended and this could have a negative impact on our businesses or our company as a whole.

We have outsourced our information technology infrastructure and certain finance and accounting functions and may outsource other back-office functions, which will make us more dependent upon third parties.

In an effort to make our information technology, or IT, more efficient and increase our IT capabilities and reduce potential disruptions, as well as generate cost savings, we outsource a significant portion of our IT infrastructure functions to a third-party. This outsourcing initiative is a component of our ongoing strategy to monitor our costs and to seek additional cost savings. As a result, we rely on third parties to ensure that our IT needs are sufficiently met. This reliance subjects us to risks arising from the loss of control over IT processes, changes in pricing that may affect our operating results, and potentially, termination of provisions of these services by our supplier. In addition, in an effort to make our finance and accounting functions more efficient, as well as generate cost savings, we outsource certain finance and accounting functions. A failure of our service providers to perform services in a satisfactory manner may have a significant adverse effect on our business. We may outsource other back-office functions in the future, which would increase our reliance on third parties.

We have engaged in substantial restructuring activities in the past, and may need to implement further restructurings in the future and our restructuring efforts may not be successful or generate expected cost savings.

The recorded music industry continues to undergo substantial change. These changes continue to have a substantial impact on our business. Following the 2004 acquisition of substantially all of the interests of the recorded music and music publishing business of Time Warner, we implemented a broad restructuring plan in order to adapt our cost structure to the changing economics of the music industry. Since then, we have continued to shift resources from our physical sales channels to efforts focused on digital sales channels, emerging technologies and other new revenue streams. In addition, in order to help mitigate the effects of the recorded music transition, we continue our efforts to reduce overhead and manage our variable and fixed-cost structure to minimize any impact. In addition, as PLG had meaningful operational overlap with our existing business we implemented a restructuring and integration plan and achieved cost savings in conjunction with the PLG Acquisition. In fiscal year 2017, we began the creation of our new center of excellence for U.S. financial shared services in Nashville, Tennessee, which will combine our U.S. transactional financial functions in one location. To establish the new center, we will move some of our U.S. departments to Nashville.

We cannot be certain that we will not be required to implement further restructuring activities, make additions or other changes to our management or workforce based on other cost reduction measures or changes in the markets and industry in which we compete. Our inability to structure our operations based on evolving market conditions could impact our business. Restructuring activities can create unanticipated consequences and negative impacts on the business, and we cannot be sure that any ongoing or future restructuring efforts will be successful or generate expected cost savings.

Access, which indirectly owns all of our outstanding capital stock, controls our company and may have conflicts of interest with the holders of our debt or us in the future. Access may also enter into, or cause us to enter into, strategic transactions that could change the nature or structure of our business, capital structure or credit profile.

As a result of the Merger, affiliates of Access indirectly own all of our common stock, and the actions that Access undertakes as our sole ultimate shareholder may differ from or adversely affect the interests of debt holders. Because Access ultimately controls our voting shares and those of all of our subsidiaries, it has the power, among other things, to affect our legal and capital structure and our day-to-day operations, as well as to elect our directors and those of our subsidiaries, to change our management and to approve any other changes to our operations. In addition, Access previously set the compensation for Stephen Cooper, our CEO, pursuant to an arrangement between Mr. Cooper and Access, and we reimbursed Access for any compensation paid to Mr. Cooper pursuant to the Management Agreement. As of October 1, 2016, Mr. Cooper became an employee of ours paid directly by the Company. Access also provides us with financial, investment banking, management, advisory and other services pursuant to the Management Agreement, for which we pay Access a specified annual fee, plus expenses, and a specified transaction fee for certain types of transactions completed by Holdings or one or more of its subsidiaries, plus expenses. Access also has the power to direct us to engage in strategic transactions, with or involving other companies in our industry, including acquisitions, combinations or dispositions, and the acquisition of certain assets that may become available for purchase, and any such transaction could be material. Any such transaction would carry the risks set forth above under “—If we acquire, combine with or invest in other businesses, we will face certain risks inherent in such transactions.”

Additionally, Access is in the business of making investments in companies and is actively seeking to acquire interests in businesses that operate in our industry and may compete, directly or indirectly, with us. Access may also pursue acquisition opportunities that may be complementary to our business, which could have the effect of making such acquisition opportunities unavailable to us. Access could elect to cause us to enter into business combinations or other transactions with any business or businesses in our industry that Access may acquire or control, or we could become part of a group of companies organized under the ultimate common control of Access that may be operated in a



manner different from the manner in which we have historically operated. Any such business combination transaction could require that we or such group of companies incur additional indebtedness, and could also require us or any acquired business to make divestitures of assets necessary or desirable to obtain regulatory approval for such transaction. The amounts of such additional indebtedness, and the size of any such divestitures, could be material. Access may also from time to time purchase outstanding debt securities that we issued, and could also subsequently sell any such debt securities. Any such purchase or sale may affect the value of, trading price or liquidity of our debt securities. We may also, from time to time, pay dividends to our stockholders within the requirements of our debt agreements and applicable law. If we were to pay dividends, the funds used to make such dividend payments would not be available to service our indebtedness.

Finally, because neither we nor our parent company have any securities listed on a securities exchange, we are not subject to certain of the corporate governance requirements of any securities exchange, including any requirement to have any independent directors.

Evolving regulations concerning data privacy may result in increased regulation and different industry standards, which could increase the costs of operations or limit our activities.

We engage in a wide array of online activities and are thus subject to a broad range of related laws and regulations including, for example, those relating to privacy, consumer protection, data retention and data protection, online behavioral advertising, geo-location tracking, text messaging, e-mail advertising, mobile advertising, content regulation, defamation, age verification, the protection of children online, social media and other Internet, mobile and online-related prohibitions and restrictions. The regulatory framework for privacy and data security issues worldwide has become increasingly burdensome and complex, and is likely to continue to be so for the foreseeable future. Practices regarding the collection, use, storage, transmission, security and disclosure of personal information by companies operating over the Internet and mobile platforms are receiving ever-increasing public scrutiny. The U.S. government, including Congress, the Federal Trade Commission and the Department of Commerce, has announced that it is reviewing the need for even greater regulation for the collection of information concerning consumer behavior on the Internet and mobile platforms, including regulation aimed at restricting certain targeted advertising practices, the use of location data and disclosures of privacy practices in the online and mobile environments, including with respect to online and mobile applications. State governments are engaged in similar legislative and regulatory activities. In addition, privacy and data security laws and regulations around the world are being implemented rapidly and evolving. These new and evolving laws are likely to result in greater compliance burdens for companies with global operations. Globally, many government and consumer agencies have also called for new regulation and changes in industry practices with respect to information collected from consumers.

In October 2012, one of our subsidiaries entered into a consent agreement to settle certain Federal Trade Commission charges that it violated the Children's Online Privacy Protection Act ("COPPA") by improperly collecting personal information from children under 13 without their parents' verifiable consent. While our subsidiary neither admitted nor denied the agency's allegations, the settlement imposed a \$1 million civil penalty, barred future violations of COPPA, and required that our subsidiary delete information allegedly collected in violation of COPPA, among other requirements.

The Federal Trade Commission adopted certain revisions to its rule promulgated pursuant to COPPA, effective as of July 1, 2013, that may impose greater compliance burdens on us. COPPA imposes a number of obligations, such as obtaining verifiable parental permission on operators of websites, apps and other online services to the extent they collect certain information from children who are under 13 years of age. The changes broaden the applicability of COPPA, including by expanding the definition of "personal information" subject to the rule's parental consent and other obligations.

In addition, our business, including our ability to operate and expand internationally, could be adversely affected if laws or regulations are adopted, interpreted, or implemented in a manner that is inconsistent with our current business practices and that require changes to these practices. Therefore, our business could be harmed by any significant change to applicable laws, regulations or industry practices regarding the collection, use or disclosure of customer data, or regarding the manner in which the express or implied consent of consumers for such collection, use and disclosure is obtained. Such changes may require us to modify our operations, possibly in a material manner, and may limit our ability to develop new products, services, mechanisms, platforms and features that make use of data regarding our customers and potential customers.

If we or our service providers do not maintain the security of information relating to our customers, employees and vendors and our music-based content, security information breaches through cyber security attacks or otherwise could damage our reputation with customers, employees, vendors and artists, and we could incur substantial additional costs, become subject to litigation and our results of operations and financial condition could be adversely affected. Moreover, even if we or our service providers maintain such security, such breaches remain a possibility due to the

fact that no data security system is immune from attacks or other incidents.

We receive certain personal information about our customers and potential customers, and we also receive personal information concerning our employees, artists and vendors. In addition, our online operations depend upon the secure transmission of confidential information over public networks. We maintain security measures with respect to such information, but despite these measures, we may be vulnerable to security breaches by computer hackers and others that attempt to penetrate the security measures that we have in place. A compromise of our security systems (through cyber-attacks or otherwise which are rapidly evolving and sophisticated) that results in personal information being obtained by unauthorized persons could adversely affect our reputation with our customers, potential customers, employees, artists and vendors, as well as our operations, results of operations, financial condition and liquidity, and could result in litigation against us or the imposition of governmental penalties. We may also be subject to cyber-attacks that target our music-based content, including not-yet-released songs or albums. The theft and premature release of this music-based content may adversely affect our reputation with current and potential artists and adversely impact our results of operations and financial condition. In addition, a security breach could require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations.

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We increasingly rely on third-party data storage providers, including cloud storage solution providers, resulting in less direct control over our data. Such third parties may also be vulnerable to security breaches and compromised security systems, which could adversely affect our reputation.

#### Risks Related to our Leverage

Our substantial leverage on a consolidated basis could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry and prevent us from meeting our obligations under our indebtedness.

We are highly leveraged. As of September 30, 2017, our total consolidated indebtedness, net of deferred financing costs, was \$2.811 billion. In addition, we would have been able to borrow up to \$138 million under our Revolving Credit Facility as of September 30, 2017 (giving effect to approximately \$12 million letters of credit outstanding under our Revolving Credit Facility as of September 30, 2017).

Our high degree of leverage could have important consequences for our investors. For example, it may:

- make it more difficult for us to make payments on our indebtedness;
- increase our vulnerability to general economic and industry conditions, including recessions and periods of significant inflation and financial market volatility;
- expose us to the risk of increased interest rates because any borrowings we make under the revolving portion of our Senior Credit Facilities will bear interest at variable rates;
- require us to use a substantial portion of our cash flow from operations to service our indebtedness, thereby reducing our ability to fund working capital, capital expenditures and other expenses;
- limit our ability to refinance existing indebtedness on favorable terms or at all or borrow additional funds in the future for, among other things, working capital, acquisitions or debt service requirements;
- limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;
- place us at a competitive disadvantage compared to competitors that have less indebtedness; and
- limit our ability to borrow additional funds that may be needed to operate and expand our business.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future, subject to the restrictions contained in the indentures governing our outstanding notes as well as under the Senior Credit Facilities. If new indebtedness is added to our current debt levels, the related risks that we and our subsidiaries now face could intensify.

The indentures that govern our outstanding notes and the Senior Credit Facilities contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Those covenants include restrictions on our ability to, among other things, incur more indebtedness, pay dividends, redeem stock or make other distributions, make investments, create liens, transfer or sell assets, merge or consolidate and enter into certain transactions with our affiliates. Our failure to comply with those covenants could result in an event of default, which, if not cured or waived, could result in the acceleration of all of our indebtedness. See also “—Our debt agreements contain restrictions that limit our flexibility in operating our business.”

Acquisition Corp. may not be able to generate sufficient cash to service all of its indebtedness, and may be forced to take other actions to satisfy its obligations under its indebtedness, which may not be successful.

Acquisition Corp.’s ability to make scheduled payments on or to refinance its debt obligations depends on its financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. Acquisition Corp. may not maintain a level of cash flow from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our

indebtedness.

Acquisition Corp. will rely on its subsidiaries to make payments on its borrowings. If these subsidiaries do not dividend funds to Acquisition Corp. in an amount sufficient to make such payments, if necessary in the future, Acquisition Corp. may default under the indentures or credit facilities governing its borrowings, which would result in all such borrowings becoming due and payable.

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Our debt agreements contain restrictions that limit our flexibility in operating our business.

The indentures governing our outstanding notes contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit our ability and the ability of our restricted subsidiaries to, among other things:

- incur additional debt or issue certain preferred shares;
- create liens on certain debt;
- pay dividends on or make distributions in respect of our capital stock or make investments or other restricted payments;
- sell certain assets;
- create restrictions on the ability of our restricted subsidiaries to pay dividends to us or make certain other intercompany transfers;
- enter into certain transactions with our affiliates; and
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets.

In addition, the credit agreements governing the Senior Term Loan Facility and Revolving Credit Facility contain a number of covenants that limit our ability and the ability of our restricted subsidiaries to:

- pay dividends on, and redeem and purchase, equity interests;
- make other restricted payments;
- make prepayments on, redeem or repurchase certain debt;
- incur certain liens;
- make certain loans and investments;
- incur certain additional debt;
- enter into guarantees and hedging arrangements;
- enter into mergers, acquisitions and asset sales;
- enter into transactions with affiliates;
- change the business we and our subsidiaries conduct;
- restrict the ability of our subsidiaries to pay dividends or make distributions;
- amend the terms of subordinated debt and unsecured bonds; and
- make certain capital expenditures.

Our ability to borrow additional amounts under the revolving portion of the Senior Credit Facilities depends upon satisfaction of these covenants. Events beyond our control can affect our ability to meet these covenants. In addition, under the credit agreement governing the revolving portion of our Senior Credit Facilities, a financial maintenance covenant is applicable if more than \$30 million is drawn at the end of a quarter.

Our failure to comply with obligations under the instruments governing our indebtedness may result in an event of default under such instruments. We cannot be certain that we will have funds available to remedy these defaults. A default, if not cured or waived, may permit acceleration of our indebtedness. If our indebtedness is accelerated, we cannot be certain that we will have sufficient funds available to pay the accelerated indebtedness or will have the ability to refinance the accelerated indebtedness on terms favorable to us or at all.

All of these restrictions could affect our ability to operate our business or may limit our ability to take advantage of potential business opportunities as they arise.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments in recording artists and songwriters, capital expenditures or dividends, or to sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. The indentures governing our outstanding notes restrict our ability to dispose of assets and use the proceeds from dispositions. We may not be able to consummate those dispositions or to obtain the proceeds which we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. While subject to certain restrictions in our debt agreements, if we were to pay dividends to our shareholders, the funds used to make such dividend payments would not be available to service our indebtedness.

Despite our indebtedness levels, we may be able to incur substantially more indebtedness, which may increase the risks created by our substantial indebtedness.

We may be able to incur substantial additional indebtedness, including additional secured indebtedness, in the future. The indentures governing our outstanding notes and the credit agreements governing the Senior Term Loan Facility and Revolving Credit Facility will not fully prohibit us, Holdings or our subsidiaries from incurring additional indebtedness under certain circumstances. If we, Holdings or our subsidiaries are in compliance with certain incurrence ratios set forth in such indentures, we, Holdings or our subsidiaries may be able to incur substantial additional indebtedness, which may increase the risks created by our current substantial indebtedness.

Our ability to incur secured indebtedness is subject to compliance with certain secured leverage ratios that are calculated as of the date of incurrence. The amount of secured indebtedness that we are able to incur and the timing of any such incurrence under these ratios vary from time to time and are a function of several variables, including our outstanding indebtedness and our results of operations calculated as of specified dates or for certain periods.

A downgrade, suspension or withdrawal of the rating assigned by a rating agency to us could cause the liquidity or market value of our indebtedness to decline and our cost of capital to increase.

Any future lowering of our ratings may make it more difficult or more expensive for us to obtain additional debt financing. Therefore, although reductions in our debt ratings may not have an immediate impact on the cost of debt or our liquidity, they may impact the cost of debt and liquidity over the medium term and future access at a reasonable rate to the debt markets may be adversely impacted.

#### Special Note About Forward-Looking Statements

We have made various statements in this Annual Report on Form 10-K that may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be made in our other reports filed with or furnished to the SEC, in our press releases and in other documents. In addition, from time to time, we, through our management, may make oral forward-looking statements. Forward-looking statements are subject to risks and uncertainties, including those identified above, which could cause actual results to differ materially from such statements. The words “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimated,” “believe,” “intend,” “plan,” “may,” “should,” “could,” “would,” “likely,” “projection,” “outlook” and other expressions are intended to identify forward-looking statements. We caution you that the risk factors described above are not exclusive. There may also be other risks that we are unable to predict at this time that may cause actual results to differ materially from those in forward looking statements. New factors emerge from time to time, and it is not possible for us to predict which will arise or to assess with any precision the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those

contained in any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statements, except as required by law.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.



## ITEM 2. PROPERTIES

We own studio and office facilities and also lease certain facilities in the ordinary course of business. Our worldwide headquarters are currently located at 1633 Broadway, New York, New York 10019, under a long-term lease ending July 31, 2029. The lease also includes a single option for us to extend the term for either five years or ten years. In addition, under certain conditions, we have the ability to lease additional space in the building and have a right of first refusal with regard to certain additional space. We also have a long-term lease ending on December 31, 2019, for office space in a building located at 3400 West Olive Avenue, Burbank, California 91505, used primarily by our Recorded Music business. We also have a lease ending on June 30, 2018 for office space at 10585 Santa Monica Boulevard, Los Angeles, California 90025, used primarily by our Music Publishing business. On October 7, 2016, we entered into a lease agreement for new office space located in the Ford Factory Building at 777 S. Santa Fe Avenue, Los Angeles, California, 90021, to be used as our new Los Angeles, California headquarters, beginning on August 1, 2017 for an initial term of 12 years and 9 months with a single option to extend the term of the lease for 10 years. We also own other property and lease facilities elsewhere throughout the world as necessary to operate our businesses. We consider our properties adequate for our current needs.

## ITEM 3. LEGAL PROCEEDINGS

### Pricing of Digital Music Downloads

On December 20, 2005 and February 3, 2006, the Attorney General of the State of New York served the Company with requests for information in connection with an industry-wide investigation as to the pricing of digital music downloads. On February 28, 2006, the Antitrust Division of the U.S. Department of Justice served us with a Civil Investigative Demand, also seeking information relating to the pricing of digitally downloaded music. Both investigations were ultimately closed, but subsequent to the announcements of the investigations, more than thirty putative class action lawsuits were filed concerning the pricing of digital music downloads. The lawsuits were consolidated in the Southern District of New York. The consolidated amended complaint, filed on April 13, 2007, alleges conspiracy among record companies to delay the release of their content for digital distribution, inflate their pricing of CDs and fix prices for digital downloads. The complaint seeks unspecified compensatory, statutory and treble damages. On October 9, 2008, the District Court issued an order dismissing the case as to all defendants, including us. However, on January 12, 2010, the Second Circuit vacated the judgment of the District Court and remanded the case for further proceedings and on January 10, 2011, the U.S. Supreme Court denied the defendants' petition for Certiorari.

Upon remand to the District Court, all defendants, including the Company, filed a renewed motion to dismiss challenging, among other things, plaintiffs' state law claims and standing to bring certain claims. The renewed motion was based mainly on arguments made in defendants' original motion to dismiss, but not addressed by the District Court. On July 18, 2011, the District Court granted defendants' motion in part, and denied it in part. Notably, all claims on behalf of the CD-purchaser class were dismissed with prejudice. However, a wide variety of state and federal claims remain for the class of Internet download purchasers. On March 19, 2014, plaintiffs filed a motion for class certification. Plaintiffs filed an operative consolidated amended complaint on September 25, 2015. The Company filed its answer to the fourth amended complaint on October 9, 2015, and filed an amended answer on November 3, 2015. A mediation took place on February 22, 2016, but the parties were unable to reach a resolution. On July 12, 2017, the District Court denied plaintiffs' motion for class certification. On August 1, 2017, plaintiffs filed a petition with the Second Circuit seeking permission to appeal the District Court's order denying class certification. On August 11, 2017, defendants filed an opposition to plaintiffs' petition. The Company intends to defend against these lawsuits vigorously, but is unable to predict the outcome of these suits. Regardless of the merits of the claims, this and any related litigation could continue to be costly, and divert the time and resources of management. The potential outcomes of these claims that are reasonably possible cannot be determined at this time and an estimate of the

reasonably possible loss or range of loss cannot presently be made.

#### Other Matters

In addition to the matter discussed above, the Company is involved in various litigation and regulatory proceedings arising in the normal course of business. Where it is determined, in consultation with counsel based on litigation and settlement risks, that a loss is probable and estimable in a given matter, the Company establishes an accrual. In the currently pending proceedings, the amount of accrual is not material. An estimate of the reasonably possible loss or range of loss in excess of the amounts already accrued cannot be made at this time due to various factors typical in contested proceedings, including (1) the results of ongoing discovery; (2) uncertain damage theories and demands; (3) a less than complete factual record; (4) uncertainty concerning legal theories and their resolution by courts or regulators; and (5) the unpredictable nature of the opposing party and its demands. However, the Company cannot predict with certainty the outcome of any litigation or the potential for future litigation. As such, the Company continuously monitors these proceedings as they develop and adjusts any accrual or disclosure as needed. Regardless of the outcome, litigation could have an adverse impact on the Company, including the Company's brand value, because of defense costs, diversion of management resources and other factors and it could have a material effect on the Company's results of operations for a given reporting period.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

There is no established public trading market for any class of our common equity. As of December 5, 2017, there were 1,055 shares of our common stock outstanding. Affiliates of Access Industries, Inc. currently own 100% of our common stock.

Dividend Policy

We did not pay any cash dividends to our stockholders in the fiscal years ended September 30, 2016 or September 30, 2015.

On December 2, 2016, the Company's Board of Directors approved a special cash dividend of \$54 million which was paid on January 3, 2017 to stockholders of record as of December 30, 2016.

On June 5, 2017, the Company's Board of Directors approved a special cash dividend of \$30 million which was paid on July 31, 2017 to stockholders of record as of June 30, 2017.

Any future determination to pay dividends will be at the discretion of our Board of Directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors our Board of Directors may deem relevant.

Our ability to pay dividends is restricted by covenants in the indentures governing our notes and in the credit agreements for our Term Loan Facility and the Revolving Credit Facility.

## ITEM 6. SELECTED FINANCIAL DATA

Our summary balance sheet data as of September 30, 2017 and September 30, 2016, and the statement of operations and other data for the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015 have been derived from our audited financial statements included in this annual report on Form 10-K and should be read in conjunction with the audited financial statements and other financial information presented elsewhere herein. The selected financial information set forth below for all other periods has been derived from our audited financial statements that are not included in this annual report on Form 10-K.

The following table sets forth our selected historical financial and other data as of the dates and for the periods ended:

	Fiscal Year Ended September 30, 2017	Fiscal Year Ended September 30, 2016	Fiscal Year Ended September 30, 2015	Fiscal Year Ended September 30, 2014	Fiscal Year Ended September 30, 2013
(in millions)					
<b>Statement of Operations Data:</b>					
Revenues	\$3,576	\$ 3,246	\$ 2,966	\$ 3,027	\$ 2,871
Net income (loss) attributable to Warner Music Group Corp. (1)	143	25	(91 )	(308 )	(198 )
<b>Balance Sheet Data (at period end):</b>					
Cash and equivalents	\$647	\$ 359	\$ 246	\$ 157	\$ 155
Total assets	5,718	5,335	5,574	5,852	6,130
Total debt (including current portion of long-term debt)	2,811	2,778	2,947	2,973	2,787
Warner Music Group Corp. equity	293	195	221	371	726
<b>Cash Flow Data:</b>					
Cash flows provided by (used in):					
Operating activities	\$535	\$ 342	\$ 222	\$ 130	\$ 159
Investing activities	(126 )	(8 )	(95 )	(155 )	(808 )
Financing activities	(128 )	(216 )	(19 )	37	511
Capital expenditures	(44 )	(42 )	(63 )	(76 )	(34 )

(1) Net income (loss) attributable to Warner Music Group Corp. for the fiscal year ended September 30, 2017 includes a benefit due to the reversal of the U.S. valuation allowance of \$125 million, net loss on extinguishment of debt of \$35 million, variable compensation costs associated with our Senior Management Free Cash Flow Plan of \$102 million and net gain on divestitures primarily related to PLG of \$6 million. Net income attributable to Warner Music Group Corp. for the fiscal year ended September 30, 2016 includes net loss on extinguishment of debt of \$18 million, gain on sale of real estate of \$24 million and net gain on divestitures primarily related to PLG of \$9 million. Net loss attributable to Warner Music Group Corp. for the fiscal year ended September 30, 2015 includes \$2 million of PLG restructuring charges and \$5 million of PLG-related professional fees and integration costs. Net loss attributable to Warner Music Group Corp. for the fiscal year ended September 30, 2014 includes \$50 million

of PLG restructuring charges, \$59 million of PLG-related professional fees and integration costs and loss on extinguishment of debt of \$141 million. Net loss attributable to Warner Music Group Corp. for the fiscal year ended September 30, 2013 includes a transaction fee under the Management Agreement of \$11 million related to the PLG Acquisition, \$22 million of PLG restructuring charges and \$43 million of PLG-related professional fees and integration costs.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results and the timing of events could differ materially from those projected in forward-looking statements due to a number of factors, including those described under "Item 1A - Risk Factors" and elsewhere in this Annual Report on Form 10-K. See "Special Note Regarding Forward-Looking Statements."

You should read the following discussion of our results of operations and financial condition with the audited financial statements included elsewhere in this Annual Report on Form 10-K for the fiscal year ended September 30, 2017 (the "Annual Report").

### INTRODUCTION

Warner Music Group Corp. (the "Company") was formed on November 21, 2003. The Company is the direct parent of WMG Holdings Corp. ("Holdings"), which is the direct parent of WMG Acquisition Corp. ("Acquisition Corp."). Acquisition Corp. is one of the world's major music-based content companies.

The Company and Holdings are holding companies that conduct substantially all of their business operations through their subsidiaries. The terms "we," "us," "our," "ours," and the "Company" refer collectively to Warner Music Group Corp. and its consolidated subsidiaries, except where otherwise indicated.

Management's discussion and analysis of results of operations and financial condition ("MD&A") is provided as a supplement to the audited financial statements and footnotes included elsewhere herein to help provide an understanding of our financial condition, changes in financial condition and results of our operations. MD&A is organized as follows:

- **Overview.** This section provides a general description of our business, as well as a discussion of factors that we believe are important in understanding our results of operations and comparability and in anticipating future trends.
- **Results of operations.** This section provides an analysis of our results of operations for the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015. This analysis is presented on both a consolidated and segment basis.
- **Financial condition and liquidity.** This section provides an analysis of our cash flows for the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, as well as a discussion of our financial condition and liquidity as of September 30, 2017. The discussion of our financial condition and liquidity includes recent debt financings and a summary of the key debt covenant compliance measures under our debt agreements.
- **Critical Accounting Policies.** This section identifies those accounting policies that are considered important to the Company's results of operations and financial condition, require significant judgment and involve significant management estimates. The Company's significant accounting policies, including those considered to be critical accounting policies, are summarized in Note 2 to the accompanying Consolidated Financial Statements.

#### Use of OIBDA

We evaluate our operating performance based on several factors, including our primary financial measure of operating income (loss) before non-cash depreciation of tangible assets and non-cash amortization of intangible assets ("OIBDA"). We consider OIBDA to be an important indicator of the operational strengths and performance of our businesses. However, a limitation of the use of OIBDA as a performance measure is that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our businesses and other non-operating income (loss). Accordingly, OIBDA should be considered in addition to, not as a substitute for, operating income (loss), net income (loss) attributable to Warner Music Group Corp. and other measures of financial performance reported in accordance with United States Generally Accepted Accounting Principles ("U.S. GAAP"). In

addition, our definition of OIBDA may differ from similarly titled measures used by other companies. A reconciliation of consolidated OIBDA to operating income (loss) and net income (loss) attributable to Warner Music Group Corp. is provided in our “Results of Operations.”

## Use of Constant Currency

As exchange rates are an important factor in understanding period to period comparisons, we believe the presentation of revenue on a constant-currency basis in addition to reported results helps improve the ability to understand our operating results and evaluate our performance in comparison to prior periods. Constant-currency information compares revenue between periods as if exchange rates had remained constant period over period. We use revenue on a constant-currency basis as one measure to evaluate our performance. We calculate constant currency by calculating prior-year revenue using current-year foreign currency exchange rates. We generally refer to such amounts calculated on a constant-currency basis as “excluding the impact of foreign currency exchange rates.” This revenue should be considered in addition to, not as a substitute for, revenue reported in accordance with U.S. GAAP. Revenue on a constant-currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not a measure of performance presented in accordance with U.S. GAAP.

## OVERVIEW

We are one of the world’s major music-based content companies. We classify our business interests into two fundamental operations: Recorded Music and Music Publishing. A brief description of each of those operations is presented below.

### Recorded Music Operations

Our Recorded Music business primarily consists of the discovery and development of artists and the related marketing, distribution and licensing of recorded music produced by such artists. We play an integral role in virtually all aspects of the recorded music value chain from discovering and developing talent to producing music and marketing and promoting artists and their products.

In the United States, our Recorded Music operations are conducted principally through our major record labels—Warner Bros. Records and Atlantic Records. Our Recorded Music operations also include Rhino, a division that specializes in marketing our music catalog through compilations and reissues of previously released music and video titles. We also conduct our Recorded Music operations through a collection of additional record labels, including, Asylum, Big Beat, Canvasback, East West, Elektra, Erato, FFRR, Fueled by Ramen, Nonesuch, Parlophone, Reprise, Roadrunner, Sire, Spinnin’, Warner Classics and Warner Music Nashville.

Outside the United States, our Recorded Music activities are conducted in more than 50 countries through various subsidiaries, affiliates and non-affiliated licensees. Internationally, we engage in the same activities as in the United States: discovering and signing artists and distributing, marketing and selling their recorded music. In most cases, we also market and distribute the music of those artists for whom our domestic record labels have international rights. In certain smaller markets, we license the right to distribute our records to non-affiliated third-party record labels. Our international artist services operations include a network of concert promoters through which we provide resources to coordinate tours for our artists and other artists as well as management companies that guide artists with respect to their careers.

Our Recorded Music distribution operations include Warner-Elektra-Atlantic Corporation (“WEA Corp.”), which markets and sells music and video products to retailers and wholesale distributors; Alternative Distribution Alliance (“ADA”), which distributes the products of independent labels to retail and wholesale distributors; various distribution centers and ventures operated internationally.

In addition to our Recorded Music products being sold in physical retail outlets, our Recorded Music products are also sold in physical form to online physical retailers such as Amazon.com, barnesandnoble.com and bestbuy.com and in



digital form to an expanded universe of digital partners, including digital download services such as Apple's iTunes and Google Play, digital streaming services such as Amazon, Apple Music, Deezer, Napster, Soundcloud, Spotify and YouTube, and digital radio services such as iHeart Radio, Pandora and Sirius XM.

We have integrated the exploitation of digital content into all aspects of our business, including artist and repertoire ("A&R"), marketing, promotion and distribution. Our business development executives work closely with A&R departments to ensure that while music is being produced, digital assets are also created with all distribution channels in mind, including streaming services, social networking sites, online portals and music-centered destinations. We also work side-by-side with our online and mobile partners to test new concepts. We believe existing and new digital businesses will be a significant source of growth and will provide new opportunities to successfully monetize our assets and create new revenue streams. The proportion of digital revenues attributed to each distribution channel varies by region and proportions may change as the roll out of new technologies continues. As an owner of music content, we believe we are well positioned to take advantage of growth in digital distribution and emerging technologies to maximize the value of our assets.

We have diversified our revenues beyond our traditional businesses by entering into expanded-rights deals with recording artists in order to partner with artists in other aspects of their careers. Under these agreements, we provide services to and participate in artists' activities outside the traditional recorded music business such as touring, merchandising and sponsorships. We have built artist services capabilities and platforms for exploiting this broader set of music-related rights and participating more widely in the monetization of the artist brands we help create. We believe that entering into expanded-rights deals and enhancing our artist services capabilities in areas such as concert promotion and management has permitted us to diversify revenue streams and capitalize on other revenue opportunities. This provides for improved long-term relationships with artists and allows us to more effectively connect artists and fans.

Recorded Music revenues are derived from four main sources:

- **Digital:** the rightsholder receives revenues with respect to digital streaming and digital download services;
- **Physical:** the rightsholder receives revenues with respect to sales of physical products such as CDs, vinyl and DVDs;
- **Artist services and expanded-rights:** the rightsholder receives revenues with respect to artist services businesses and our participation in expanded-rights associated with our artists, including sponsorship, fan clubs, artist websites, merchandising, touring, concert promotion, ticketing and artist and brand management; and
- **Licensing:** the rightsholder receives royalties or fees for the right to use sound recordings in combination with visual images such as in films or television programs, television commercials and videogames; the rightsholder also receives royalties if sound recordings are performed publicly through broadcast of music on television, radio and cable, and in public spaces such as shops, workplaces, restaurants, bars and clubs.

The principal costs associated with our Recorded Music operations are as follows:

- **Artist and repertoire costs**—the costs associated with (i) paying royalties to artists, producers, songwriters, other copyright holders and trade unions; (ii) signing and developing artists; and (iii) creating master recordings in the studio;
- **Product costs**—the costs to manufacture, package and distribute products to wholesale and retail distribution outlets, the royalty costs associated with distributing products of independent labels to wholesale and retail distribution outlets, as well as the costs related to our artist services business;
- **Selling and marketing expenses**—the costs associated with the promotion and marketing of artists and recorded music products, including costs to produce music videos for promotional purposes and artist tour support; and
- **General and administrative expenses**—the costs associated with general overhead and other administrative expenses.

#### Music Publishing Operations

While recorded music is focused on exploiting a particular recording of a composition, music publishing is an intellectual property business focused on the exploitation of the composition itself. In return for promoting, placing, marketing and administering the creative output of a songwriter, or engaging in those activities for other rightsholders, our Music Publishing business garners a share of the revenues generated from use of the composition.

Our Music Publishing operations are conducted principally through Warner/Chappell, our global music publishing company headquartered in Los Angeles with operations in over 50 countries through various subsidiaries, affiliates and non-affiliated licensees. We own or control rights to more than one million musical compositions, including numerous pop hits, American standards, folk songs and motion picture and theatrical compositions. Assembled over decades, our award-winning catalog includes over 70,000 songwriters and composers and a diverse range of genres including pop, rock, jazz, classical, country, R&B, hip-hop, rap, reggae, Latin, folk, blues, symphonic, soul, Broadway, techno, alternative and gospel. Warner/Chappell also administers the music and soundtracks of several third-party television and film producers and studios. We have an extensive production music library collectively branded as Warner/Chappell Production Music.

Music Publishing revenues are derived from five main sources:

• **Performance:** the rightsholder receives revenues if the composition is performed publicly through broadcast of music on television, radio and cable, live performance at a concert or other venue (e.g., arena concerts and nightclubs), and performance of music in staged theatrical productions;

• **Digital:** the rightsholder receives revenues with respect to compositions embodied in recordings sold in digital streaming services, digital download services and digital performance;

• **Mechanical:** the rightsholder receives revenues with respect to compositions embodied in recordings sold in any physical format or configuration such as CDs, vinyl and DVDs;

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◆ **Synchronization:** the rightsholder receives revenues for the right to use the composition in combination with visual images such as in films or television programs, television commercials and videogames as well as from other uses such as in toys or novelty items and merchandise; and

◆ **Other:** the rightsholder receives revenues for use in printed sheet music and other uses.

The principal costs associated with our Music Publishing operations are as follows:

◆ **Artist and repertoire costs**—the costs associated with (i) paying royalties to songwriters, co-publishers and other copyright holders in connection with income generated from the exploitation of their copyrighted works and (ii) signing and developing songwriters; and

◆ **Selling and marketing, general overhead and other administrative expenses**—the costs associated with selling and marketing, general overhead and other administrative expenses.

Factors Affecting Results of Operations and Comparability

#### Acquisition of Spinnin' Records

On September 7, 2017, we acquired Spinnin' Records, one of the world's most successful and important dance and electronic music companies. Based in the Netherlands, over the past two decades the label has signed and nurtured a fantastic roster of pioneering recording artists, as well as building prominent music publishing and artist management arms.

#### Sale of Non-Core Assets

During the fiscal year ended September 30, 2017, we sold several non-core assets including divestitures related to the PLG acquisition. The cash received for these sales was \$73 million. The net gain recognized for these sales was \$6 million. During the fiscal year ended September 30, 2016, we sold several non-core assets including real estate and divestitures related to the PLG acquisition. The cash received for these sales was \$42 million and \$45 million, respectively. The net gain recognized for each of these sales was \$24 million and \$9 million, respectively. The divestitures related to the PLG acquisition were completed in the fiscal year ended September 30, 2017.

#### Other Business Models to Drive Incremental Revenue

##### Artist Services and Expanded-Rights Deals

As another means to offset declines in physical revenues and download revenues in Recorded Music, for many years we have signed recording artists to expanded-rights deals. Under our expanded-rights deals, we participate in the recording artist's revenue streams, other than from recorded music sales, such as touring, merchandising and sponsorships. Artist services and expanded-rights Recorded Music revenue, which includes revenue from expanded-rights deals as well as revenue from our artist services business, represented approximately 11% of our total revenue during fiscal year ended September 30, 2017. Artist services and expanded-rights revenue will fluctuate from period to period depending upon touring schedules, among other things. Margins for the various artist services and expanded-rights revenue streams can vary significantly. The overall impact on margins will, therefore, depend on the composition of the various revenue streams in any particular period. For instance, participation in revenue from touring under our expanded-rights deals typically flows straight through to operating income with little associated cost. Revenue from some of our artist services businesses such as our management business and revenue from participation in touring and sponsorships under our expanded-rights deals are all high margin, while merchandising revenue under our expanded-rights deals and revenue from some of our artist services businesses such as our concert promotion businesses tend to be lower margin than our traditional revenue streams in Recorded Music.

##### Management Agreement

Upon completion of the Merger, the Company and Holdings entered into a management agreement with Access, dated as of the Merger Closing Date (the “Management Agreement”), pursuant to which Access will provide the Company and its subsidiaries with financial, investment banking, management, advisory and other services. Pursuant to the Management Agreement, the Company, or one or more of its subsidiaries, will pay Access a specified annual fee equal to approximately \$9 million based on a formula contained in the agreement and reimburse Access for certain expenses incurred performing services under the agreement. The annual fee is payable quarterly. The Company and Holdings agreed to indemnify Access and certain of its affiliates against all liabilities arising out of performance of the Management Agreement.

Such costs incurred by the Company were approximately \$9 million for each of the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, respectively, which includes the annual fee, but excludes \$2 million of expenses reimbursed related to certain consultants with full time roles at the Company for the fiscal years ended September 30, 2016 and September 30, 2015.

RESULTS OF OPERATIONS

Fiscal Year Ended September 30, 2017 Compared with Fiscal Year Ended September 30, 2016 and Fiscal Year Ended September 30, 2015

Consolidated Results

Revenues

Our revenues were composed of the following amounts (in millions):

	For the Fiscal Year Ended			2017 vs. 2016		2016 vs. 2015			
	September 30, 2017	September 30, 2016	September 30, 2015	\$ Change	% Change	\$ Change	% Change		
<b>Revenue by Type</b>									
Physical	\$667	\$726	\$767	\$(59)	-8%	\$(41)	-5%		
Digital	1,692	1,364	1,145	328	24%	219	19%		
Total Physical and Digital	2,359	2,090	1,912	269	13%	178	9%		
Artist services and expanded-rights	385	368	301	17	5%	67	22%		
Licensing	276	278	288	(2)	-1%	(10)	-4%		
Total Recorded Music	3,020	2,736	2,501	284	10%	235	9%		
Performance	197	193	184	4	2%	9	5%		
Digital	187	141	99	46	33%	42	42%		
Mechanical	65	70	86	(5)	-7%	(16)	-19%		
Synchronization	112	110	103	2	2%	7	7%		
Other	11	10	10	1	10%	—	—%		
Total Music Publishing	572	524	482	48	9%	42	9%		
Intersegment eliminations	(16)	(14)	(17)	(2)	14%	3	-18%		
Total Revenue	\$3,576	\$3,246	\$2,966	\$330	10%	\$280	9%		
<b>Revenue by Geographical Location</b>									
U.S. Recorded Music	\$1,329	\$1,129	\$980	\$200	18%	\$149	15%		
U.S. Music Publishing	258	231	191	27	12%	40	21%		
Total U.S.	1,587	1,360	1,171	227	17%	189	16%		
International Recorded Music	1,691	1,607	1,521	84	5%	86	6%		
International Music Publishing	314	293	291	21	7%	2	1%		
Total International	2,005	1,900	1,812	105	6%	88	5%		
Intersegment eliminations	(16)	(14)	(17)	(2)	14%	3	-18%		
Total Revenue	\$3,576	\$3,246	\$2,966	\$330	10%	\$280	9%		

Total Revenue

2017 vs. 2016

Total revenue increased by \$330 million, or 10%, to \$3.576 billion for the fiscal year ended September 30, 2017 from \$3.246 billion for the fiscal year ended September 30, 2016. Excluding the unfavorable impact of foreign currency exchange rates, total revenue increased by \$369 million, or 12%. Prior to intersegment eliminations, Recorded Music and Music Publishing revenues represented 84% and 16% of revenues for both the fiscal year ended September 30, 2017 and the fiscal year ended September 30, 2016. Prior to intersegment eliminations, U.S. and international revenues represented 44% and 56% of total revenues for the fiscal year ended September 30, 2017 and 42% and 58% of total revenues for the fiscal year ended September 30, 2016.

Total digital revenues after intersegment eliminations increased by \$371 million, or 25%, to \$1.870 billion for the fiscal year ended September 30, 2017 from \$1.499 billion for the fiscal year ended September 30, 2016. Excluding the unfavorable impact of foreign currency exchange rates, total digital revenue after intersegment eliminations increased by \$386 million, or 26%. Total digital revenues represented 52% and 46% of consolidated revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively. Prior to intersegment eliminations, total digital revenues for the fiscal year ended September 30, 2017 were comprised of U.S. revenues of \$1.005 billion and international revenues of \$874 million, or 53% and 47% of total digital revenues, respectively. Prior to intersegment eliminations, total digital revenues for the fiscal year ended September 30, 2016 were comprised of U.S. revenues of \$802 million and international revenues of \$703 million, or 53% and 47% of total digital revenues, respectively.

Recorded Music revenues increased by \$284 million, or 10%, to \$3.020 billion for the fiscal year ended September 30, 2017 from \$2.736 billion for the fiscal year ended September 30, 2016. Excluding the unfavorable impact of foreign currency exchange rates, Recorded Music revenue increased by \$316 million, or 12%. U.S. Recorded Music revenues were \$1,329 million and \$1,129 million, or 44% and 41% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively. International Recorded Music revenues were \$1.691 billion and \$1.607 billion, or 56% and 59% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively.

The overall increase in Recorded Music revenue was driven by increases in digital revenue and artist services and expanded-rights revenue, partially offset by a decrease in physical revenue. Digital revenue increased by \$328 million as a result of strong new releases from Ed Sheeran and Bruno Mars, the continued successes from Twenty One Pilots, the Hamilton soundtrack and the Ed Sheeran catalog and the continued growth in streaming services. Revenue from streaming services grew by \$434 million to \$1.342 billion for the fiscal year ended September 30, 2017 from \$908 million for the fiscal year ended September 30, 2016 and was partially offset by digital download declines of \$106 million to \$328 million for the fiscal year ended September 30, 2017 from \$434 million for the fiscal year ended September 30, 2016. Artist services and expanded-rights revenue increased by \$17 million primarily due to merchandise revenue and ticket sales generated from successful U.S. artists, partially offset by a decline internationally due to strong concert promotion revenue in prior year. Physical revenue decreased by \$59 million primarily due to the shift from physical revenue to digital revenue and strong catalog sales in the prior year period. Licensing revenue decreased by \$2 million due to the unfavorable impact of foreign currency exchange rates of \$7 million, partially offset by increased synchronization activity in the U.S.

Music Publishing revenues increased by \$48 million, or 9%, to \$572 million for the fiscal year ended September 30, 2017 from \$524 million for the fiscal year ended September 30, 2016. Excluding the unfavorable impact of foreign currency exchange rates, Music Publishing revenue increased by \$55 million, or 11%. U.S. Music Publishing revenues were \$258 million and \$231 million, or 45% and 44%, of consolidated Music Publishing revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively. International Music Publishing revenues were \$314 million and \$293 million, or 55% and 56%, of consolidated Music Publishing revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively.

The overall increase in Music Publishing revenue was mainly driven by increases in digital revenue of \$46 million, performance revenue of \$4 million and synchronization revenue of \$2 million, partially offset by a decrease in mechanical revenue of \$5 million. The increase in digital revenue was due to an increase in streaming of \$58 million, partially offset by digital download and other digital declines of \$12 million. Performance revenue increased due to increased market share and distributions. Synchronization revenue increased due to increased film and commercial income in the U.S. The decrease in mechanical revenue was attributable to an ongoing industry shift towards digital product.

#### 2016 vs. 2015

Total revenue increased by \$280 million, or 9%, to \$3.246 billion for the fiscal year ended September 30, 2016 from \$2.966 billion for the fiscal year ended September 30, 2015. Excluding the unfavorable impact of foreign currency exchange rates, total revenue increased by \$377 million, or 13%. Prior to intersegment eliminations, Recorded Music and Music Publishing revenues represented 84% and 16% of revenues for both the fiscal year ended September 30, 2016 and the fiscal year ended September 30, 2015. Prior to intersegment eliminations, U.S. and international revenues represented 42% and 58% of total revenues for the fiscal year ended September 30, 2016 and 39% and 61% of total revenues for the fiscal year ended September 30, 2015.



Total digital revenues after intersegment eliminations increased by \$260 million, or 21%, to \$1.499 billion for the fiscal year ended September 30, 2016 from \$1.239 billion for the fiscal year ended September 30, 2015. Excluding the unfavorable impact of foreign currency exchange rates, total digital revenue after intersegment eliminations increased by \$293 million, or 24%. Total digital revenues represented 46% and 42% of consolidated revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively. Prior to intersegment eliminations, total digital revenues for the fiscal year ended September 30, 2016 were comprised of U.S. revenues of \$802 million and international revenues of \$703 million, or 53% and 47% of total digital revenues, respectively. Prior to intersegment eliminations, total digital revenues for the fiscal year ended September 30, 2015 were comprised of U.S. revenues of \$629 million and international revenues of \$615 million, or 51% and 49% of total digital revenues, respectively.

Recorded Music revenues increased by \$235 million, or 9%, to \$2.736 billion for the fiscal year ended September 30, 2016 from \$2.501 billion for the fiscal year ended September 30, 2015. Excluding the unfavorable impact of foreign currency exchange rates, Recorded Music revenue increased by \$312 million, or 13%. U.S. Recorded Music revenues were \$1,129 million and \$980 million, or 41% and 39% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively. International Recorded Music revenues were \$1.607 billion and \$1.521 billion, or 59% and 61% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively.

The overall increase in Recorded Music revenue was driven by increases in digital revenue and artist services and expanded-rights revenue, partially offset by decreases in physical revenue and licensing revenue. Digital revenue increased by \$219 million to \$1,364 million for the fiscal year ended September 30, 2016 from \$1,145 million for the fiscal year ended September 30, 2015 as a result of strong success from Coldplay, Twenty One Pilots, Fetty Wap, Charlie Puth and Ed Sheeran and the continued growth in streaming services. The increase in digital revenue was also attributable to the impact of the legal settlement with Sirius XM of \$28 million. Revenue from streaming services grew by \$305 million to \$908 million for the fiscal year ended September 30, 2016 from \$603 million for the fiscal year ended September 30, 2015 and was partially offset by digital download declines of \$87 million to \$434 million for the fiscal year ended September 30, 2016 from \$521 million for the fiscal year ended September 30, 2015. Artist services and expanded-rights revenue increased by \$67 million primarily due to the success of the Johnny Hallyday tour in France and successful tours in Italy and Japan. Physical revenue decreased by \$41 million primarily due to the shift from physical revenue to digital revenue. Licensing revenue decreased by \$10 million due to the unfavorable impact of foreign currency exchange rates of \$12 million.

Music Publishing revenues increased by \$42 million, or 9%, to \$524 million for the fiscal year ended September 30, 2016 from \$482 million for the fiscal year ended September 30, 2015. Excluding the unfavorable impact of foreign currency exchange rates, Music Publishing revenue increased by \$62 million, or 13%. U.S. Music Publishing revenues were \$231 million and \$191 million, or 44% and 40%, of consolidated Music Publishing revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively. International Music Publishing revenues were \$293 million and \$291 million, or 56% and 60%, of consolidated Music Publishing revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively.

The overall increase in Music Publishing revenue was mainly driven by the increases in digital revenue of \$42 million, performance revenue of \$9 million and synchronization revenue of \$7 million, partially offset by a decrease in mechanical revenue of \$16 million. The increase in digital revenue was due to increases in streaming of \$37 million and digital downloads and other digital revenue of \$5 million. Performance revenue increased due to increased market share in the United States. Synchronization revenue increased due to increased activity during the year. The decrease in mechanical revenue was attributable to the ongoing shift towards digital products in the industry.

#### Revenue by Geographical Location

##### 2017 vs. 2016

U.S. revenue increased by \$227 million, or 17%, to \$1.587 billion for the fiscal year ended September 30, 2017 from \$1.360 billion for the fiscal year ended September 30, 2016. U.S. Recorded Music revenue increased by \$200 million or 18%. The primary driver was the increase in U.S. Recorded Music digital revenue, which increased by \$179 million due to strong new releases from Ed Sheeran and Bruno Mars, the continued successes of the Hamilton soundtrack and Twenty One Pilots and the continued growth in streaming services. U.S. artist services and expanded-rights revenue increased by \$42 million primarily due to merchandise revenue generated from successful U.S. artists. U.S. licensing revenue increased by \$7 million due to increased synchronization activity and higher broadcast fee income. These increases were partially offset by a decline in U.S. physical revenue of \$28 million due to the shift from physical revenue to digital revenue and strong physically-centric releases and catalog sales in the prior year. U.S. Music Publishing revenues increased by \$27 million or 12%. This was primarily driven by the increase in U.S. Music Publishing digital revenue of \$24 million due an increase in streaming revenue of \$35 million due to the continued growth in streaming services, partially offset by declines in digital download and other digital revenue of \$11 million. U.S. performance revenue increased by \$2 million due to an increase in market share and U.S. synchronization revenue increased by \$2 million due to increased film and commercial income. U.S. mechanical revenue declined \$1 million due to the ongoing shift towards digital products in the industry.

International revenue increased by \$105 million, or 6%, to \$2.005 billion for the fiscal year ended September 30, 2017 from \$1.900 billion for the fiscal year ended September 30, 2016. Excluding the unfavorable impact of foreign currency exchange rates, International revenue increased by \$145 million or 8%. International Recorded Music revenue increased \$84 million primarily due to increases in digital revenue of \$149 million, partially offset by decreases in physical revenue of \$31 million, artist services and expanded-rights revenue of \$25 million and licensing revenue of \$9 million. International Recorded Music digital revenue increased due to a \$171 million increase in streaming services revenue and a \$1 million increase in other digital revenue, partially offset by a \$23 million decline in digital download revenue. The increase in streaming revenue was due to new releases from Ed Sheeran, Bruno Mars and Clean Bandit and the continued success from the Ed Sheeran catalog and the continued growth of streaming services internationally. International Recorded Music physical revenue decreased due to the unfavorable impact of foreign currency exchange rates of \$11 million, the continued shift from physical to digital revenue and fewer domestic releases in certain territories. International Recorded Music artist services and expanded-rights revenue decreased due to the timing of concert promotion activity, specifically strong prior year concert promotion revenue in Japan and France, and the divestment of a touring business in the current year. International Recorded Music licensing revenue decreased due to the unfavorable impact of foreign currency exchange rates of \$8 million. International Music Publishing revenue increased \$21 million primarily due to an increase in digital revenue of \$22 million, increase in performance revenue of \$2 million and an increase in other revenue of \$1 million, partially offset by a decrease in mechanical revenue of \$4 million due to the shift towards digital products in the industry.

## 2016 vs. 2015

U.S. revenue increased by \$189 million, or 16%, to \$1.360 billion for the fiscal year ended September 30, 2016 from \$1.171 billion for the fiscal year ended September 30, 2015. U.S. Recorded Music revenue increased by \$149 million or 15%. The primary factor was the increase in U.S. Recorded Music digital revenue, which increased by \$138 million due to strong releases from Twenty One Pilots and Fetty Wap, the continued growth in streaming services and the impact of the Sirius XM legal settlement. U.S. artist services and expanded-rights revenue increased by \$14 million due to merchandise revenue generated from successful U.S. artist tours. U.S. physical revenue increased by \$10 million primarily due to strong releases from Coldplay, Grateful Dead and Twenty One Pilots. U.S. licensing revenue declined \$13 million due to a decrease in synchronization activity. U.S. Music Publishing revenues increased by \$40 million or 21%. The primary factor was the increase in U.S. Music Publishing digital revenue, which increased by \$35 million due to increases in streaming services and digital downloads. U.S. Performance revenue increased by \$9 million due to an increase in market share and U.S. synchronization revenue increased by \$7 million due to increased activity. U.S. mechanical revenue declined \$12 million due to the ongoing shift towards digital products in the industry.

International revenue increased by \$88 million, or 5%, to \$1.900 billion for the fiscal year ended September 30, 2016 from \$1.812 billion for the fiscal year ended September 30, 2015. Excluding the unfavorable impact of foreign currency exchange rates, International revenue increased by \$185 million or 11%. International Recorded Music revenue increased \$86 million primarily due to increases in digital revenue of \$81 million, artist services and expanded-rights revenue of \$53 million and licensing revenue of \$3 million, partially offset by a decrease in physical revenue of \$51 million. International Recorded Music digital revenue increased due to a \$136 million increase in streaming services revenue, partially offset by \$56 million decline in digital download revenue. The increase in streaming revenue was due to the continued adoption of streaming models internationally and the success from Coldplay, Twenty One Pilots and Ed Sheeran. International Recorded Music artist services and expanded-rights revenue increased due to strong concert promotion revenue in Europe as a result of the Johnny Hallyday tour in France and successful tours in Italy and Japan. The main driver of the increase in International Recorded Music licensing revenue was increased licensing revenue from the U.K., partially offset by the unfavorable impact of foreign currency exchange rates. International Recorded Music physical revenue decreased due to the unfavorable impact of foreign currency exchange rates of \$29 million and the continued shift from physical revenue to digital revenue. The increase in International Music Publishing revenue of \$2 million was due to the increase in digital revenue, partially offset by a decrease in mechanical revenue and the unfavorable impact of foreign currency exchange rates. Excluding the unfavorable impact of foreign currency exchange rates, International Music Publishing Revenue increased by \$22 million or 8%.

## Cost of revenues

Our cost of revenues was composed of the following amounts (in millions):

	For the Fiscal Year			2017 vs. 2016		2016 vs. 2015		
	Ended							
	September 30, 2017	2016	2015	\$ Change	% Change	\$ Change	% Change	
Artist and repertoire costs	\$1,303	\$1,113	\$980	\$190	17	% \$133	14	%
Product costs	628	594	531	34	6	% 63	12	%
Total cost of revenues	\$1,931	\$1,707	\$1,511	\$224	13	% \$196	13	%

2017 vs. 2016

Our cost of revenues increased by \$224 million, or 13%, to \$1.931 billion for the fiscal year ended September 30, 2017 from \$1.707 billion for the fiscal year ended September 30, 2016. Expressed as a percentage of revenues, cost of revenues increased to 54% for the fiscal year ended September 30, 2017 from 53% for the fiscal year ended September 30, 2016.

Artist and repertoire costs increased by \$190 million, or 17%, to \$1,303 million for the fiscal year ended September 30, 2017 from \$1,113 million for the fiscal year ended September 30, 2016. Artist and repertoire costs as a percentage of revenues increased to 36% for the fiscal year ended September 30, 2017 from 34% for the fiscal year ended September 30, 2016. The increase was primarily driven by the mix of revenue, specifically strong performance from lower margin repertoire, and higher artist related costs and investment.

Product costs increased by \$34 million, or 6%, to \$628 million for the fiscal year ended September 30, 2017 from \$594 million for the fiscal year ended September 30, 2016. Product costs as a percentage of revenues remained flat at 18% for both the fiscal year ended September 30, 2017 and the fiscal year ended September 30, 2016.

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## 2016 vs. 2015

Our cost of revenues increased by \$196 million, or 13%, to \$1.707 billion for the fiscal year ended September 30, 2016 from \$1.511 billion for the fiscal year ended September 30, 2015. Expressed as a percentage of revenues, cost of revenues increased to 53% for the fiscal year ended September 30, 2016 from 51% for the fiscal year ended September 30, 2015.

Artist and repertoire costs increased by \$133 million, or 14%, to \$1,113 million for the fiscal year ended September 30, 2016 from \$980 million for the fiscal year ended September 30, 2015. Artist and repertoire costs as a percentage of revenues increased to 34% for the fiscal year ended September 30, 2016 from 33% for the fiscal year ended September 30, 2015. The increase was primarily driven by the mix of revenue.

Product costs increased by \$63 million, or 12%, to \$594 million for the fiscal year ended September 30, 2016 from \$531 million for the fiscal year ended September 30, 2015. Product costs as a percentage of revenues remained flat 18% for both the fiscal year ended September 30, 2016 and the fiscal year ended September 30, 2015.

## Selling, general and administrative expenses

Our selling, general and administrative expenses are composed of the following amounts (in millions):

	For the Fiscal Year Ended			2017 vs. 2016		2016 vs. 2015	
	September 30, 2017	September 30, 2016	September 30, 2015	\$ Change	% Change	\$ Change	% Change
General and administrative expense (1)	\$684	\$584	\$586	\$100	17%	\$(2)	—%
Selling and marketing expense	472	437	428	35	8%	9	2%
Distribution expense	66	61	59	5	8%	2	3%
Total selling, general and administrative expense	\$1,222	\$1,082	\$1,073	\$140	13%	\$9	1%

(1) Includes depreciation expense of \$50 million, \$50 million and \$54 million for the fiscal years ended September 30, 2017, 2016 and 2015, respectively.

## 2017 vs. 2016

Total selling, general and administrative expense increased by \$140 million, or 13%, to \$1.222 billion for the fiscal year ended September 30, 2017 from \$1.082 billion for the fiscal year ended September 30, 2016. Expressed as a percentage of revenues, selling, general and administrative expenses increased to 34% for the fiscal year ended September 30, 2017 from 33% for the fiscal year ended September 30, 2016.

General and administrative expenses increased by \$100 million, or 17%, to \$684 million for the fiscal year ended September 30, 2017 from \$584 million for the fiscal year ended September 30, 2016. The increase in general and administrative expense was primarily due to increases in expenses associated with our Senior Management Free Cash Flow Plan (the "Plan") including \$47 million of non-cash share-based compensation expense and \$29 million of free cash flow compensation expense. The increase in the Plan's expenses are directly associated with our improved operating performance and associated fair value of equity. Additionally, increases in other employee related variable

compensation and severance costs of \$11 million, a one-time, non-recurring net gain on contract termination of \$6 million in the prior year, and a net gain on divestitures in the current year of \$6 million compared to a net gain on divestitures of \$9 million in the prior year. Expressed as a percentage of revenue, general and administrative expense increased to 19% for the fiscal year ended September 30, 2017 from 18% for the fiscal year ended September 30, 2016.

Selling and marketing expense increased by \$35 million, or 8%, to \$472 million for the fiscal year ended September 30, 2017 from \$437 million for the fiscal year ended September 30, 2016. Expressed as a percentage of revenues, selling and marketing expense decreased to 13% for the fiscal year ended September 30, 2017 from 14% for the fiscal year ended September 30, 2016.

Distribution expense increased by \$5 million, or 8%, to \$66 million for the fiscal year ended September 30, 2017 from \$61 million for the fiscal year ended September 30, 2016. Expressed as a percentage of revenues, distribution expense remained flat at 2% for both the fiscal year ended September 30, 2017 and September 30, 2016.

## 2016 vs. 2015

Total selling, general and administrative expense increased by \$9 million, or 1%, to \$1.082 billion for the fiscal year ended September 30, 2016 from \$1.073 billion for the fiscal year ended September 30, 2015. Expressed as a percentage of revenues, selling, general and administrative expenses decreased to 33% for the fiscal year ended September 30, 2016 from 36% for the fiscal year ended September 30, 2015.

General and administrative expenses decreased by \$2 million, or 0%, to \$584 million for the fiscal year ended September 30, 2016 from \$586 million for the fiscal year ended September 30, 2015. The decline in general and administrative expense was primarily due to a net gain on divestitures of \$9 million, net gain on contract termination of \$6 million, decline in PLG Acquisition related costs of \$5 million, a decline in non-recurring facilities costs of \$7 million, and ongoing savings from cost management efforts. These decreases were partially offset by costs related to the Happy Birthday settlement and an increase in variable compensation expense of \$24 million associated with improved operating performance. Expressed as a percentage of revenue, general and administrative expense decreased to 18% for the fiscal year ended September 30, 2016 from 20% for the fiscal year ended September 30, 2015.

Selling and marketing expense increased by \$9 million, or 2%, to \$437 million for the fiscal year ended September 30, 2016 from \$428 million for the fiscal year ended September 30, 2015. Selling and marketing expense increased in line with the increase in revenue. Expressed as a percentage of revenues, selling and marketing expense remained flat at 14% for the fiscal years ended September 30, 2016 and September 30, 2015.

Distribution expense increased by \$2 million, or 3%, to \$61 million for the fiscal year ended September 30, 2016 from \$59 million for the fiscal year ended September 30, 2015. Expressed as a percentage of revenues, distribution expense remained flat at 2% for both the fiscal year ended September 30, 2016 and September 30, 2015.

#### Reconciliation of Net Income (Loss) Attributable to Warner Music Group Corp. and Operating Income to Consolidated OIBDA

As previously described, we use OIBDA as our primary measure of financial performance. The following table reconciles operating income to OIBDA, and further provides the components from net income (loss) attributable to Warner Music Group Corp. to operating income for purposes of the discussion that follows (in millions):

	For the Fiscal Year							
	Ended							
	September 30, 2017	2016	2015	2017 vs. 2016 \$ Change	% Change	2016 vs. 2015 \$ Change	% Change	
Net income (loss) attributable to Warner Music Group Corp.	\$143	\$25	\$(91)	\$118	—%	\$116	-128	%
Income attributable to noncontrolling interest	6	5	3	1	20	% 2	67	%
Net income (loss)	149	30	(88)	119	—%	118	-134	%
Income tax (benefit) expense	(151)	11	13	(162)	—%	(2)	-15	%
(Loss) income before income taxes	(2)	41	(75)	(43)	-105	% 116	—%	
Other expense (income), net	40	(18)	21	58	—%	(39)	—%	
Interest expense, net	149	173	181	(24)	-14	% (8)	-4	%
Loss on extinguishment of debt	35	18	—	17	94	% 18	—%	
Operating income	222	214	127	8	4	% 87	69	%



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Amortization expense	201	243	255	(42 )	-17	%	(12 )	-5	%
Depreciation expense	50	50	54	—	—	%	(4 )	-7	%
OIBDA	\$473	\$507	\$436	\$(34 )	-7	%	\$71	16	%

OIBDA

2017 vs. 2016

Our OIBDA decreased by \$34 million, or 7%, to \$473 million for the fiscal year ended September 30, 2017 as compared to \$507 million for the fiscal year ended September 30, 2016 primarily as a result of higher artist and repertoire costs and higher general and administrative expenses, as noted above. Expressed as a percentage of total revenue, OIBDA decreased to 13% for the fiscal year ended September 30, 2017 from 16% for the fiscal year ended September 30, 2016.

2016 vs. 2015

Our OIBDA increased by \$71 million, or 16%, to \$507 million for the fiscal year ended September 30, 2016 as compared to \$436 million for the fiscal year ended September 30, 2015 primarily as a result of higher revenues. Expressed as a percentage of total revenue, OIBDA increased to 16% for the fiscal year ended September 30, 2016 from 15% for the fiscal year ended September 30, 2015.

Depreciation expense

2017 vs. 2016

Our depreciation expense remained consistent at \$50 million for both the fiscal year ended September 30, 2017 and the fiscal year ended September 30, 2016.

2016 vs. 2015

Our depreciation expense decreased by \$4 million, or 7%, to \$50 million for the fiscal year ended September 30, 2016 from \$54 million for the fiscal year ended September 30, 2015 due to assets becoming fully depreciated.

Amortization expense

2017 vs. 2016

Amortization expense decreased by \$42 million, or 17%, to \$201 million for the fiscal year ended September 30, 2017 from \$243 million for the fiscal year ended September 30, 2016, primarily due to intangible assets becoming fully amortized and the impact of foreign currency exchange rates.

2016 vs. 2015

Amortization expense decreased by \$12 million, or 5%, to \$243 million for the fiscal year ended September 30, 2016 from \$255 million for the fiscal year ended September 30, 2015 due to the impact of foreign currency exchange rates and intangible assets becoming fully amortized.

Operating income

2017 vs. 2016

Our operating income increased by \$8 million to \$222 million for the fiscal year ended September 30, 2017 from \$214 million for the fiscal year ended September 30, 2016. The increase in operating income was due to the increase in revenue and lower amortization expense, partially offset by the higher artist and repertoire costs and higher general and administrative expenses as noted above.

2016 vs. 2015

Our operating income increased by \$87 million to \$214 million for the fiscal year ended September 30, 2016 from \$127 million for the fiscal year ended September 30, 2015. The increase in operating income was due to the factors that led to the increase in OIBDA and lower depreciation and amortization expense as noted above.

Loss on extinguishment of debt

2017 vs. 2016

We recorded a loss on extinguishment of debt in the amount of \$35 million for the fiscal year ended September 30, 2017. We recorded a loss on extinguishment of debt in the amount of \$18 million for the fiscal year ended September 30, 2016. In the current year we recorded a loss related to the October 2016 Refinancing Transactions and 5.625% Existing Secured Notes (as defined herein) redemption of \$32 million and a loss related to the May 2017 Senior Term Loan Credit Agreement Amendment of \$3 million. Please refer to Note 6 of our Consolidated Financial Statements for further discussion. See “Liquidity – Recent Debt Financings”.

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2016 vs. 2015

We recorded a loss on extinguishment of debt in the amount of \$18 million for the fiscal year ended September 30, 2016. There was no such activity or comparable charges in the fiscal year ended September 30, 2015. Please refer to Note 6 of our Consolidated Financial Statements for further discussion.

Interest expense, net

2017 vs. 2016

Our interest expense, net, decreased by \$24 million, or 14% to \$149 million for the fiscal year ended September 30, 2017 from \$173 million for the fiscal year ended September 30, 2016. This was due to lower interest rates as a result of the October 2016 Refinancing Transactions and refinancing transactions that occurred in the fiscal year ended September 30, 2016.

2016 vs. 2015

Our interest expense, net, decreased by \$8 million, or 4% to \$173 million for the fiscal year ended September 30, 2016 from \$181 million for the fiscal year ended September 30, 2015. This was primarily driven by the reduction in our debt, interest rates and no borrowings under the Revolving Credit Facility in the current fiscal year.

Other expense (income), net

2017 vs. 2016

Other expense (income), net, increased by \$58 million to other expense of \$40 million for the fiscal year ended September 30, 2017 from other income of \$18 million for the fiscal year ended September 30, 2016. Other expense (income), net for the year includes currency exchange loss on our Euro denominated debt of \$27 million, loss on investments of \$21 million, partially offset by foreign currency exchange gains on intercompany loans and derivative liabilities of \$5 million.

2016 vs. 2015

Other (income) expense, net, increased by \$39 million to \$18 million for the fiscal year ended September 30, 2016 from other expense of \$21 million for the fiscal year ended September 30, 2015. Other income (expense), net, primarily consists of currency exchange movements associated with our Euro denominated debt, gains and losses on our derivative assets and liabilities and intercompany receivables and payables that are short term in nature. The current year income is primarily due to a non-recurring gain on sale of real estate of \$24 million, partially offset by losses on our intercompany loans of \$7 million for the fiscal year ended September 30, 2016.

Income tax (benefit) expense

2017 vs. 2016

We incurred income tax benefit of \$151 million for the fiscal year ended September 30, 2017 compared to an income tax expense of \$11 million for the fiscal year ended September 30, 2016. The net decrease of \$162 million in income tax expense primarily relates to \$125 million for the reversal of a significant portion of our U.S. deferred tax valuation allowance and a U.S. tax benefit of \$59 million related to foreign currency losses on intra-entity loans.

2016 vs. 2015

We incurred income tax expense of \$11 million for the fiscal year ended September 30, 2016 compared to an income tax expense of \$13 million for the fiscal year ended September 30, 2015. The net decrease of \$2 million in income tax expense primarily relates to the tax benefit of reduction in income tax rates in the U.K. and Italy offset by an increase in income tax expense as a result of higher pretax income.

Net income (loss)

2017 vs. 2016

Our net income increased by \$119 million, to \$149 million for the fiscal year ended September 30, 2017 from \$30 million for the fiscal year ended September 30, 2016 as a result of the factors described above. The increase in income was primarily driven by the increase in income tax benefit as described above.

## 2016 vs. 2015

Our net income (loss) increased by \$118 million, to net income of \$30 million for the fiscal year ended September 30, 2016 as compared to a net loss of \$88 million for the fiscal year ended September 30, 2015 as a result of the factors described above. The increase in income was driven by the increase in operating income and the factors described above.

## Noncontrolling interest

## 2017 vs. 2016

Net income attributable to noncontrolling interests was \$6 million for the fiscal year ended September 30, 2017 and \$5 million for the fiscal year ended September 30, 2016.

## 2016 vs. 2015

Net income attributable to noncontrolling interests was \$5 million for the fiscal year ended September 30, 2016 and \$3 million for the fiscal year ended September 30, 2015.

## Business Segment Results

Revenue, operating income (loss) and OIBDA by business segment are as follows (in millions):

	For the Fiscal Year Ended			2017 vs. 2016		2016 vs. 2015			
	September 30, 2017	September 30, 2016	September 30, 2015	\$ Change	% Change	\$ Change	% Change		
<b>Recorded Music</b>									
Revenue	\$3,020	\$2,736	\$2,501	\$284	10	% \$235	9	%	
Operating income	283	247	151	36	15	% 96	64	%	
OIBDA	451	459	379	(8 )	-2	% \$80	21	%	
<b>Music Publishing</b>									
Revenue	572	524	482	48	9	% \$42	9	%	
Operating income	81	68	77	13	19	% (9 )	-12	%	
OIBDA	152	138	146	14	10	% \$(8 )	-6	%	
<b>Corporate expenses and eliminations</b>									
Revenue elimination	(16 )	(14 )	(17 )	(2 )	14	% \$3	-18	%	
Operating loss	(142 )	(101 )	(101 )	(41 )	41	% —	—	%	
OIBDA	(130 )	(90 )	(89 )	(40 )	44	% \$(1 )	1	%	
<b>Total</b>									
Revenue	3,576	3,246	2,966	330	10	% \$280	9	%	
Operating income	222	214	127	8	4	% 87	69	%	
OIBDA	473	507	436	(34 )	-7	% \$71	16	%	

## Recorded Music

Revenues

2017 vs. 2016

Recorded Music revenues increased by \$284 million, or 10%, to \$3.020 billion for the fiscal year ended September 30, 2017 from \$2.736 billion for the fiscal year ended September 30, 2016. U.S. Recorded Music revenues were \$1,329 million and \$1,129 million, or 44% and 41% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively. International Recorded Music revenues were \$1.691 billion and \$1.607 billion, or 56% and 59% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively.

The overall increase in Recorded Music revenue was mainly driven by strong releases and streaming revenue growth as described in the “Total Revenues” and “Revenue by Geographical Location” sections above.

## 2016 vs. 2015

Recorded Music revenues increased by \$235 million, or 9%, to \$2.736 billion for the fiscal year ended September 30, 2016 from \$2.501 billion for the fiscal year ended September 30, 2015. U.S. Recorded Music revenues were \$1,129 million and \$980 million, or 41% and 39% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively. International Recorded Music revenues were \$1.607 billion and \$1.521 billion, or 59% and 61% of consolidated Recorded Music revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively.

The overall increase in Recorded Music revenue was mainly driven by strong releases and streaming revenue growth as described in the “Total Revenues” and “Revenue by Geographical Location” sections above.

## Cost of revenues

Recorded Music cost of revenues was composed of the following amounts (in millions):

	For the Fiscal Year Ended			2017 vs. 2016			2016 vs. 2015		
	September 30,			\$ Change			\$ Change		
	2017	2016	2015		% Change		% Change		% Change
Artist and repertoire costs	\$964	\$810	\$725	\$154	19%	\$85	12%		
Product costs	628	594	531	34	6%	63	12%		
Total cost of revenues	\$1,592	\$1,404	\$1,256	\$188	13%	\$148	12%		

## 2017 vs. 2016

Recorded Music cost of revenues increased by \$188 million, or 13%, to \$1.592 billion for the fiscal year ended September 30, 2017 from \$1.404 billion for the fiscal year ended September 30, 2016. Artist and repertoire costs as a percentage of revenue increased to 32% for the fiscal year ended September 30, 2017 from 30% for the fiscal year ended September 30, 2016 due to a change in the revenue mix. Specifically, the increase was driven by strong performance from lower margin repertoire and higher artist related costs and investment. Product costs as a percentage of revenue decreased to 21% for the fiscal year ended September 30, 2017 from 22% for the fiscal year ended September 30, 2016 due to the decline in international concert promotion revenue, which tends to have higher costs and yield lower margins. Expressed as a percentage of Recorded Music revenues, cost of revenues increased to 53% for the fiscal year ended September 30, 2017 from 51% for the fiscal year ended September 30, 2016.

## 2016 vs. 2015

Recorded Music cost of revenues increased by \$148 million, or 12%, to \$1.404 billion for the fiscal year ended September 30, 2016 from \$1.256 billion for the fiscal year ended September 30, 2015. Artist and repertoire costs as a percentage of revenue increased to 30% for the fiscal year ended September 30, 2016 from 29% for the fiscal year ended September 30, 2015 due to a change in the revenue mix. Specifically, the increase was driven by royalty expense on higher concert promotion revenue and strong performance from lower margin repertoire. The increase in Recorded Music product costs was primarily driven by an increase in artist services and expanded-rights revenue, specifically an increase in international concert promotion revenue. Expressed as a percentage of Recorded Music



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revenues, cost of revenues increased to 51% for the fiscal year ended September 30, 2016 from 50% for the fiscal year ended September 30, 2015.

Selling, general and administrative expense

Recorded Music selling, general and administrative expenses were composed of the following amounts (in millions):

	For the Fiscal Year			2017 vs. 2016		2016 vs. 2015			
	Ended								
	September 30, 2017	2016	2015	\$ Change	% Change	\$ Change	% Change		
General and administrative expense (1)	\$478	\$412	\$420	\$66	16 %	\$(8)	-2 %		
Selling and marketing expense	465	432	423	33	8 %	9	2 %		
Distribution expense	66	61	59	5	8 %	2	3 %		
Total selling, general and administrative expense	\$1,009	\$905	\$902	\$104	12 %	\$3	0 %		

(1) Includes depreciation expense of \$32 million, \$32 million, and \$36 million for the fiscal year ended September 30, 2017, 2016 and 2015, respectively.

2017 vs. 2016

Recorded Music selling, general and administrative expense increased by \$104 million, or 12%, to \$1.009 billion for the fiscal year ended September 30, 2017 from \$905 million for the fiscal year ended September 30, 2016. The increase in Recorded Music general and administrative expense was primarily due to increases in expenses associated with our Senior Management Free Cash Flow Plan including \$32 million of non-cash share-based compensation expense and \$16 million of free cash flow compensation expense. The increase in the Plan's expenses are directly associated with our improved operating performance and associated increase in the fair value of equity. Additionally, increases in other employee related variable compensation, severance and restructuring costs and a net gain on contract termination of \$6 million in the prior year. Selling and marketing expense increased in line with the increase in revenue. Expressed as a percentage of Recorded Music revenue, Recorded Music selling, general and administrative expense remained flat at 33% for both the fiscal year ended September 30, 2017 and September 30, 2016.

2016 vs. 2015

Recorded Music selling, general and administrative expense increased by \$3 million, or 0%, to \$905 million for the fiscal year ended September 30, 2016 from \$902 million for the fiscal year ended September 30, 2015. The decrease in Recorded Music general and administrative expense was primarily due to a net gain on contract termination of \$6 million, a net gain on divestitures of \$6 million, decline in PLG Acquisition related costs of \$5 million, a \$3 million decline in IT-related costs and ongoing savings from cost management efforts. These decreases were offset by increased variable compensation expense of \$15 million associated with improved operating performance. Selling and marketing expense increased in line with the increase in revenue. Expressed as a percentage of Recorded Music revenue, Recorded Music selling, general and administrative expense decreased to 33% for the fiscal year ended September 30, 2016 from 36% for the fiscal year ended September 30, 2015.

Operating income and OIBDA

Recorded Music OIBDA included the following amounts (in millions):

	For the Fiscal Year Ended							
	September 30,			2017 vs. 2016		2016 vs. 2015		
	2017	2016	2015	\$ Change	% Change	\$ Change	% Change	
Operating income	\$283	\$247	\$151	\$36	15	% \$96	64	%
Depreciation and amortization	168	212	228	(44)	-21	% (16)	-7	%
OIBDA	\$451	\$459	\$379	\$(8)	-2	% \$80	21	%

2017 vs. 2016

Recorded Music OIBDA decreased by \$8 million, or 2%, to \$451 million for the fiscal year ended September 30, 2017 from \$459 million for the fiscal year ended September 30, 2016 primarily as a result of higher artist and repertoire costs and general and administrative expenses, partially offset by higher Recorded Music revenues. Expressed as a percentage of Recorded Music revenues, Recorded Music OIBDA decreased to 15% for the fiscal year ended September 30, 2017 from 17% for the fiscal year ended September 30, 2016.

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Recorded Music operating income increased by \$36 million to \$283 million for the fiscal year ended September 30, 2017 from \$247 million for the fiscal year ended September 30, 2016 due to the increase in revenue and lower amortization expense, partially offset by the higher artist and repertoire costs and higher general and administrative expenses as noted above.

### 2016 vs. 2015

Recorded Music OIBDA increased by \$80 million, or 21%, to \$459 million for the fiscal year ended September 30, 2016 from \$379 million for the fiscal year ended September 30, 2015 primarily as a result of higher Recorded Music revenues. Expressed as a percentage of Recorded Music revenues, Recorded Music OIBDA increased to 17% for the fiscal year ended September 30, 2016 from 15% for the fiscal year ended September 30, 2015.

Recorded Music operating income increased by \$96 million to \$247 million for the fiscal year ended September 30, 2016 from \$151 million for the fiscal year ended September 30, 2015 mainly due to the factors that led to the increase in Recorded Music OIBDA noted above and a decrease in depreciation and amortization expense.

## Music Publishing

## Revenues

## 2017 vs. 2016

Music Publishing revenues increased by \$48 million, or 9%, to \$572 million for the fiscal year ended September 30, 2017 from \$524 million for the fiscal year ended September 30, 2016. U.S. Music Publishing revenues were \$258 million and \$231 million, or 45% and 44%, of Music Publishing revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively. International Music Publishing revenues were \$314 million and \$293 million, or 55% and 56%, of Music Publishing revenues for the fiscal year ended September 30, 2017 and September 30, 2016, respectively.

The overall increase in Music Publishing revenue was mainly driven by the increase in digital revenue as described in the “Total Revenues” and “Revenue by Geographical Location” sections above.

## 2016 vs. 2015

Music Publishing revenues increased by \$42 million, or 9%, to \$524 million for the fiscal year ended September 30, 2016 from \$482 million for the fiscal year ended September 30, 2015. U.S. Music Publishing revenues were \$231 million and \$191 million, or 44% and 40%, of Music Publishing revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively. International Music Publishing revenues were \$293 million and \$291 million, or 56% and 60%, of Music Publishing revenues for the fiscal year ended September 30, 2016 and September 30, 2015, respectively.

The overall increase in Music Publishing revenue was mainly driven by the increase in digital revenue as described in the “Total Revenues” and “Revenue by Geographical Location” sections above.

## Cost of revenues

Music Publishing cost of revenues was composed of the following amounts (in millions):

	For the Fiscal Year Ended			2017 vs. 2016		2016 vs. 2015	
	September 30, 2017	September 30, 2016	September 30, 2015	\$ Change	% Change	\$ Change	% Change
Artist and repertoire costs	\$355	\$317	\$272	\$38	12 %	\$45	17 %
Total cost of revenues	\$355	\$317	\$289	\$38	12 %	\$45	10 %

## 2017 vs. 2016

Music Publishing cost of revenues increased by \$38 million, or 12%, to \$355 million for the fiscal year ended September 30, 2017 from \$317 million for the fiscal year ended September 30, 2016 due to revenue mix. Expressed as a percentage of Music Publishing revenue, Music Publishing cost of revenues increased to 62% for the fiscal year ended September 30, 2017 from 61% for the fiscal year ended September 30, 2016.

2016 vs. 2015

Music Publishing cost of revenues increased by \$45 million, or 17%, to \$317 million for the fiscal year ended September 30, 2016 from \$272 million for the fiscal year ended September 30, 2015 due to a change in revenue mix. Expressed as a percentage of Music Publishing revenue, Music Publishing cost of revenues increased to 61% for the fiscal year ended September 30, 2016 from 56% for the fiscal year ended September 30, 2015.

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Selling, general and administrative expense

Music Publishing selling, general and administrative expenses were comprised of the following amounts (in millions):

	For the Fiscal Year Ended			2017 vs. 2016			2016 vs. 2015		
	September 30,			\$ Change	% Change	\$ Change	% Change	\$ Change	% Change
	2017	2016	2015						
General and administrative expense (1)	\$69	\$75	\$68	\$(6)	-8%	\$7	10%	\$7	10%
Selling and marketing expense	2	1	2	1	100%	(1)	-50%	(1)	-50%
Total selling, general and administrative expense	\$71	\$76	\$70	\$(5)	-7%	\$6	9%	\$6	9%

(1) Includes depreciation expense of \$6 million, \$7 million, and \$6 million for the fiscal year ended September 30, 2017, 2016 and 2015, respectively.  
2017 vs. 2016

Music Publishing selling, general and administrative expense decreased by \$5 million, or 7%, to \$71 million for the fiscal year ended September 30, 2017 as compared to \$76 million for the fiscal year ended September 30, 2016. The decrease in general and administrative expense was due to costs related to the Happy Birthday settlement and severance charges taken in the prior year, partially offset by a one-time settlement in the current year of \$4 million and one-time gain on asset sale in the prior year of \$2 million. Expressed as a percentage of Music Publishing revenues, Music Publishing selling, general and administrative revenues decreased to 12% for the fiscal year ended September 30, 2017 from 15% for the fiscal year ended September 30, 2016.

2016 vs. 2015

Music Publishing selling, general and administrative expense increased by \$6 million, or 9%, to \$76 million for the fiscal year ended September 30, 2016 as compared to \$70 million for the fiscal year ended September 30, 2015. The increase in general and administrative expense was due to costs related to the Happy Birthday settlement and severance charges taken in the current year. Excluding the impact of these non-recurring items, Music Publishing selling, general and administrative expense remained relatively flat for the fiscal year ended September 30, 2016 and September 30, 2015. Expressed as a percentage of Music Publishing revenues, Music Publishing selling, general and administrative revenues remained flat at 15% for the fiscal years ended September 30, 2016 and September 30, 2015.

Operating income and OIBDA

Music Publishing OIBDA includes the following amounts (in millions):

September 30,	For the Fiscal Year Ended	
	2017 vs. 2016	2016 vs. 2015

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	2017	2016	2015	\$ Change	% Change	\$ Change	% Change
Operating income	\$81	\$68	\$77	\$13	19	\$(9)	-12
Depreciation and amortization	71	70	69	1	1	1	1
OIBDA	\$152	\$138	\$146	\$14	10	\$(8)	-6

2017 vs. 2016

Music Publishing OIBDA increased by \$14 million, or 10%, to \$152 million for the fiscal year ended September 30, 2017 from \$138 million for the fiscal year ended September 30, 2016 as a result of higher Music Publishing revenue and lower general and administrative expenses, partially offset by higher artist and repertoire costs, as noted above. Expressed as a percentage of Music Publishing revenues, Music Publishing OIBDA margin increased to 27% for the fiscal year ended September 30, 2017 from 26% for the fiscal year ended September 30, 2016.

Music Publishing operating income increased by \$13 million to \$81 million for the fiscal year ended September 30, 2017 from \$68 million for the fiscal year ended September 30, 2016 due to the factors that led to the decrease in Music Publishing OIBDA noted above.

2016 vs. 2015

Music Publishing OIBDA decreased by \$8 million, or 6%, to \$138 million for the fiscal year ended September 30, 2016 from \$146 million for the fiscal year ended September 30, 2015 as a result of higher proportionate artist and repertoire costs and costs related to the Happy Birthday settlement and severance charges, as noted above. Expressed as a percentage of Music Publishing revenues, Music Publishing OIBDA margin decreased to 26% for the fiscal year ended September 30, 2016 from 30% for the fiscal year ended September 30, 2015.

Music Publishing operating income decreased by \$9 million to \$68 million for the fiscal year ended September 30, 2016 from \$77 million for the fiscal year ended September 30, 2015 due to the factors that led to the decrease in Music Publishing OIBDA noted above.

Corporate Expenses and Eliminations

2017 vs. 2016

Our OIBDA loss from corporate expenses and eliminations increased by \$40 million to \$130 million for the fiscal year ended September 30, 2017 from \$90 million for the fiscal year ended September 30, 2016 due to increases in expenses associated with our Senior Management Free Cash Flow Plan including \$14 million of non-cash share-based compensation expense and \$12 million of free cash flow compensation expense. The increase in the Plan's expenses are directly associated with our improved operating performance and the associated increase in fair value of equity. The additional increase is primarily due to costs associated with our U.S. shared services relocation and other transformation initiatives of \$8 million.

Our operating loss from corporate expenses and eliminations increased by \$41 million to \$142 million for the fiscal year ended September 30, 2017 from \$101 million for the fiscal year ended September 30, 2016 due to the factors that led to the increase in OIBDA loss noted above.

2016 vs. 2015

Our OIBDA loss from corporate expenses and eliminations increased by \$1 million to \$90 million for the fiscal year ended September 30, 2016 from \$89 million for the fiscal year ended September 30, 2015 due to an increase in variable compensation associated with improved operating performance, partially offset by prior year facilities costs associated with moving to our new headquarters and prior year expenses related to ongoing cost containment initiatives.

Our operating loss from corporate expenses and eliminations remained flat at \$101 million for the fiscal year ended September 30, 2016 and for the fiscal year ended September 30, 2015.



## FINANCIAL CONDITION AND LIQUIDITY

## Financial Condition at September 30, 2017

At September 30, 2017, we had \$2.811 billion of debt (which is net of \$29 million of deferred financing costs), \$647 million of cash and equivalents (net debt of \$2.164 billion, defined as total debt less cash and equivalents and deferred financing costs) and \$293 million of Warner Music Group Corp. equity. This compares to \$2.778 billion of debt (which is net of \$34 million of deferred financing costs), \$359 million of cash and equivalents (net debt of \$2.419 billion) and \$195 million of Warner Music Group Corp. equity at September 30, 2016.

## Cash Flows

The following table summarizes our historical cash flows. The financial data for fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015 have been derived from our audited financial statements included elsewhere herein.

	For the Fiscal Year Ended		
	September 30,		
	2017	2016	2015
Cash provided by (used in):			
Operating Activities	\$535	\$342	\$222
Investing Activities	(126)	(8 )	(95 )
Financing Activities	(128)	(216)	(19 )

## Operating Activities

Cash provided by operating activities was \$535 million for the fiscal year ended September 30, 2017 compared to \$342 million for the fiscal year ended September 30, 2016 and \$222 million for the fiscal year ended September 30, 2015. The primary drivers of the \$193 million increase in cash provided by operating activities during the current year were the benefit of changes in working capital from operations, including the timing of royalty advances, royalty payables, accounts payable and accrued liabilities, and increased non-cash share-based compensation expense resulting from strong operating performance, partially offset by the timing of collections.

The increase in results from operating activities for the fiscal year ended September 30, 2016 compared to the fiscal year ended September 30, 2015 reflected the increase in OIBDA of \$71 million and the benefit of changes in working capital from operations, including an increase in accounts payable, accrued liabilities and royalty payables, partially offset by a decrease in accrued interest and deferred revenue as a source of cash.

## Investing Activities

Cash used in investing activities was \$126 million for the fiscal year ended September 30, 2017, compared to \$8 million for the fiscal year ended September 30, 2016 and \$95 million for the fiscal year ended September 30, 2015.

Cash used in investing activities of \$126 million for the fiscal year ended September 30, 2017 consisted of \$139 million of business investments and acquisitions, including the Spinnin' Records acquisition in September 2017, \$16 million to acquire music publishing rights and \$44 million of capital expenditures, partially offset by \$73 million of proceeds from divestitures.

Cash used in investing activities of \$8 million for the fiscal year ended September 30, 2016 consisted of \$42 million of capital expenditures mainly related to IT, \$28 million of business investments and acquisitions and \$25 million to acquire music publishing rights, partially offset by \$42 million of proceeds from the sale of real estate and \$45 million of proceeds from divestitures.

Cash used in investing activities of \$95 million for the fiscal year ended September 30, 2015 consisted of \$16 million of net business acquisitions, \$16 million to acquire music publishing rights and \$63 million of capital expenditures mainly related to IT.

#### Financing Activities

Cash used in financing activities was \$128 million for the fiscal year ended September 30, 2017 compared to \$216 million for the fiscal year ended September 30, 2016 and \$19 million for the fiscal year ended September 30, 2015.

The \$128 million of cash used in financing activities for the fiscal year ended September 30, 2017 consisted of the repayment of Acquisition Corp.'s 6.00% Senior Secured Notes of \$450 million, repayment of Acquisition Corp.'s 6.25% Senior Secured Notes of \$173 million, repayment of Acquisition Corp.'s 5.625% Senior Secured Notes of \$28 million, call premiums paid on early redemption of \$27 million, deferred financing costs paid of \$13 million, special cash dividends paid of \$84 million, and a distribution to our non-controlling interest holders of \$5 million, partially offset by proceeds from issuance of Acquisition Corp.'s 4.125% Senior Secured Notes of €345 million, proceeds from issuance of Acquisition Corp.'s 4.875% Senior Secured Notes of \$250 million and proceeds from the amendment of Acquisition Corp.'s Senior Term Loan Facility of \$22 million.

The \$216 million of cash used in financing activities for the fiscal year ended September 30, 2016 represented the repayment of \$150 million of Holdings 13.75% Senior Notes, \$10 million of financing costs paid, open market repurchase of approximately \$25 million of Acquisition Corp. 6.75% Senior Notes, repayment of Acquisition Corp. Senior Term Loan Facility of \$296 million, \$13 million in amortization payments on Acquisition Corp.'s Senior Term Loan Facility, \$4 million of deferred financing costs paid, \$14 million of repayments on our capital lease obligation and \$5 million of distributions to our non-controlling interest holders, partially offset by \$300 million proceeds from issuance of Acquisition Corp. 5.00% Senior Secured Notes.

The \$19 million of cash used in financing activities for the fiscal year ended September 30, 2015 represented \$13 million in amortization payments on the Senior Term Loan Facility, \$3 million of repayments on our capital lease obligation and \$3 million of distributions to our non-controlling interest holders.

There were no drawdowns on the Revolving Credit Facility during the fiscal years ended September 30, 2017 and September 30, 2016. The total gross amount of proceeds from the Revolving Credit Facility of \$258 million during the fiscal year ended September 30, 2015 were an aggregate of all drawdowns during the period. Individual amounts were drawn and repaid in full during the period, with no Revolving Credit Facility balance outstanding at September 30, 2015.

## Liquidity

Our primary sources of liquidity are the cash flows generated from our subsidiaries' operations, available cash and equivalents and funds available for drawing under our Revolving Credit Facility. These sources of liquidity are needed to fund our debt service requirements, working capital requirements, capital expenditure requirements, strategic acquisitions and investments, and any dividends, prepayments of debt or repurchases or retirement of our outstanding debt or notes in open market purchases, privately negotiated purchases or otherwise, we may elect to pay or make in the future. We believe that our existing sources of cash will be sufficient to support our existing operations over the next twelve months.

## Recent Debt Financings

### May 2017 Senior Term Loan Credit Agreement Amendment

On May 22, 2017, Acquisition Corp. entered into an amendment (the "May 2017 Senior Term Loan Credit Agreement Amendment") to the Senior Term Loan Credit Agreement, dated November 1, 2012, among Acquisition Corp., the guarantors party thereto, the lenders party thereto and Credit Suisse AG, as administrative agent, governing Acquisition Corp.'s senior secured term loan facility with Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto, to, among other things, reduce the pricing terms of its outstanding term loans. The Company recorded a loss on extinguishment of debt of approximately \$3 million, which represented the discount and unamortized deferred financing costs related to the debt of the lenders that was fully repaid.

Prior to the May 2017 Senior Term Loan Credit Agreement Amendment, term loan borrowings under the Senior Term Loan Credit Agreement bore interest at a floating rate measured by reference to, at Acquisition Corp.'s option, either (i) an adjusted London inter-bank offered rate, or "LIBOR," not less than 1.00% per annum plus a borrowing margin of 2.75% per annum or (ii) an alternate base rate plus a borrowing margin of 1.75% per annum. Pursuant to the May 2017 Senior Term Loan Credit Agreement Amendment, term loan borrowings under the Senior Term Loan Credit Agreement will bear interest at a floating rate measured by reference to, at Acquisition Corp.'s option, either (i) an adjusted LIBOR not less than 0.00% per annum plus a borrowing margin of 2.50% per annum or (ii) an alternative base rate plus a borrowing margin of 1.50% per annum.

#### November 2016 Senior Term Loan Credit Agreement Amendment

On November 21, 2016, Acquisition Corp received lender consent to an amendment (the “November 2016 Senior Term Loan Credit Agreement Amendment”) to the Senior Term Loan Credit Agreement governing Acquisition Corp.’s Senior Term Loan Facility, which extended the maturity date of the Senior Term Loan Credit Agreement to November 1, 2023, subject, in certain circumstances, to a springing maturity inside the maturity date of certain of the Acquisition Corp.’s other outstanding indebtedness and increased the principal amount outstanding by \$27.5 million to \$1.006 billion and increased the original issue discount by \$5 million to \$8 million. Acquisition Corp. used the proceeds from the November 2016 Senior Term Loan Credit Agreement Amendment to redeem \$27.5 million of the 5.625% Senior Secured Notes due 2022 and to pay fees, costs and expenses related to the transactions.

#### 5.625% Existing Secured Notes Redemption

On November 21, 2016, Acquisition Corp. redeemed 10%, or \$27.5 million, of its 5.625% Senior Secured Notes due 2022 (the “5.625% Secured Notes”). The redemption price was equal to 103% of the principal amount of the 5.625% Secured Notes, plus accrued and unpaid interest to, but not including the redemption date. Following the partial redemption by Acquisition Corp. of the 5.625% Secured Notes, \$247.5 million of the 5.625% Secured Notes remain outstanding.

#### October 2016 Refinancing Transactions

On October 18, 2016, Acquisition Corp. issued €345 million in aggregate principal amount of its 4.125% Senior Secured Notes due 2024 (the “New Euro Notes”) and \$250 million in aggregate principal amount of its 4.875% Senior Secured Notes due 2024 (the “New Dollar Notes”). Acquisition Corp. used the net proceeds to pay the consideration in the tender offers and satisfy and discharge its 2021 Senior Secured Notes as described below.

On October 18, 2016, Acquisition Corp. accepted for purchase in connection with tender offers for its 6.000% Senior Secured Notes due 2021 (the “Existing Dollar Notes”) and 6.250% Senior Secured Notes due 2021 (the “Existing Euro Notes”) and, together with the Existing Dollar Notes, the “2021 Senior Secured Notes”) the 2021 Senior Secured Notes that had been validly tendered and not validly withdrawn on October 17, 2016 (the “Expiration Time”). Acquisition Corp. then issued a notice of redemption on October 18, 2016 with respect to the remaining 2021 Senior Secured Notes not accepted for payment pursuant to the tender offers. Following payment of the 2021 Senior Secured Notes tendered at or prior to the Expiration Time, Acquisition Corp. deposited with the Trustee for the 2021 Senior Secured Notes not accepted for purchase in the tender offers funds sufficient to satisfy all obligations remaining to the date of redemption, which redemption date was January 15, 2017, under the applicable indenture governing the 2021 Senior Secured Notes. These transactions are collectively referred to as the “October 2016 Refinancing Transactions.”

#### July 2016 Senior Term Loan Credit Agreement Amendment

On July 15, 2016, Acquisition Corp. received lender consent to an amendment (the “Senior Term Loan Credit Agreement Amendment”) to the credit agreement, dated November 1, 2012 (as amended by the amendment dated as of May 9, 2013, the “Senior Term Loan Credit Agreement”), governing Acquisition Corp.’s senior secured term loan facility with Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto (the “Senior Term Loan Facility”) described under “Liquidity—Senior Term Loan Facility.” The Senior Term Loan Credit Agreement Amendment (among other changes) conforms certain baskets governing the ability to incur debt and liens to the equivalent provisions applicable to the notes offered. The effectiveness of such changes to the baskets was subject to certain conditions, which have now been satisfied by the completed issuance and sale of the July 2016 Notes Offering and the prepayment, pursuant to the prepayment notice dated July 22, 2016, of \$295.5 million of the Tranche B Term Loans (as defined in the Senior Term Loan Credit Agreement) with the net proceeds

from the sale of the July 2016 Notes Offering.

#### July 2016 Notes Offering

On July 27, 2016, Acquisition Corp. issued \$300 million in aggregate principal amount of its 5.00% Senior Secured Notes due 2023. Acquisition Corp. used the net proceeds for the prepayment of \$295.5 million of its outstanding Senior Term Loan Facility due 2020. See “Financial Condition and Liquidity” for more information.

#### Holdings Debt Redemptions

On February 16, 2016, Holdings redeemed \$50 million of its \$150 million outstanding 13.75% Senior Notes due 2019 (the “Holdings Notes”). The redemption price for the Holdings Notes was equal to 106.875% of the principal amount of the Holdings Notes, plus accrued and unpaid interest to, but not including, the redemption date. Following the partial redemption by Holdings of the Holdings Notes, \$100 million of the Holdings Notes remained outstanding.

On July 1, 2016, Holdings redeemed the remaining \$100 million of its outstanding 13.75% Senior Notes due 2019 at the redemption price, which was equal to 106.875% of the principal amount, plus accrued and unpaid interest to, but not including, the redemption date.

#### Revolving Credit Agreement Amendment

On June 13, 2016, Acquisition Corp. received unanimous lender consent to an amendment (the “Revolving Credit Agreement Amendment”) to the credit agreement, dated November 1, 2012 (as amended by the amendments dated as of April 23, 2013 and March 25, 2014, the “Revolving Credit Agreement”), governing the Company’s senior secured revolving credit facility with Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto (the “Revolving Credit Facility”) described under “Liquidity—Revolving Credit Facility.” The Revolving Credit Agreement Amendment became effective on June 13, 2016. The Revolving Credit Agreement Amendment (among other changes) (i) extends the maturity date of the Revolving Credit Facility to April 1, 2021 and (ii) replaces the financial covenant with a flat senior secured leverage ratio of 4.625:1.00 (with no step-down), applicable only when the Revolving Credit Facility is drawn in excess of a certain amount at the end of a quarter.

#### Open Market Purchases

On March 11, 2016, Acquisition Corp. purchased, in the open market, approximately \$25 million of its \$660 million outstanding 6.75% Senior Notes due 2022. The acquired notes were subsequently retired. Following retirement of the acquired notes, approximately \$635 million of the 6.75% Senior Notes due 2022 notes remain outstanding.

#### Revolving Credit Facility

On November 1, 2012 (the “2012 Refinancing Closing Date”), Acquisition Corp. entered into a credit agreement dated November 1, 2012, as amended by the amendment dated as of April 23, 2013, the amendment dated April 9, 2014 and the amendment dated June 13, 2016 (the “Revolving Credit Agreement”), for a senior secured revolving credit facility with Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto (the “Revolving Credit Facility”). The final maturity of the Revolving Credit Facility is April 1, 2021.

Acquisition Corp. is the borrower (the “Revolving Borrower”) under the Revolving Credit Agreement which provides for a revolving credit facility in the amount of up to \$150 million (the “Commitments”) and includes a \$50 million letter of credit sub-facility. Amounts are available under the Revolving Credit Facility in U.S. dollars, euros or pounds Sterling. The Revolving Credit Agreement permits loans for general corporate purposes and may also be utilized to issue letters of credit. Borrowings under the Revolving Credit Agreement bear interest at the Revolving Borrower’s election at a rate equal to (i) the rate for deposits in the borrowing currency in the London interbank market (adjusted for maximum reserves) for the applicable interest period (“Revolving LIBOR”) plus 2.00% per annum, or (ii) the base rate, which is the highest of (x) the corporate base rate established by the administrative agent from time to time, (y) the overnight federal funds rate plus 0.5% and (z) the one-month Revolving LIBOR plus 1.0% per annum, plus, in each case, 1.00% per annum.

#### Prepayments

If, at any time, the aggregate amount of outstanding loans (including letters of credit outstanding thereunder) exceeds the commitments under the Revolving Credit Facility, prepayments of the loans (and after giving effect to such prepayment the cash collateralization of letters of credit) will be required in an amount equal to such excess. The application of proceeds from mandatory prepayments shall not reduce the aggregate amount of then effective commitments under the Revolving Credit Facility and amounts prepaid may be reborrowed, subject to then effective commitments under the Revolving Credit Facility.

Voluntary reductions of the unutilized portion of the Commitments under the Revolving Credit Facility are permitted at any time in certain minimum principal amounts, without premium or penalty. Voluntary prepayments of borrowings under the Revolving Credit Facility are permitted at any time in certain minimum principal amounts, subject to reimbursement of the lenders' redeployment costs actually incurred in the case of a prepayment of Revolving LIBOR-based borrowings other than on the last day of the relevant interest period.



## Ranking

The indebtedness incurred under the Revolving Credit Facility constitutes senior secured obligations of the Revolving Borrower, which are secured on an equal and ratable basis with all existing and future indebtedness secured with the same security arrangements as the Revolving Credit Facility, including the Senior Term Loan Facility, Acquisition Corp.'s 5.625% Senior Secured Notes due 2022 (the "5.625% Existing Secured Notes"), Acquisition Corp.'s 5.000% Senior Secured Notes due 2023 (the "5.000% Existing Secured Notes" and, collectively with the 5.625% Existing Secured Notes, the New Euro Notes and the New Dollar Notes, the "Existing Secured Notes"). Indebtedness incurred under the Revolving Credit Facility ranks senior in right of payment to the Revolving Borrower's subordinated indebtedness; ranks equally in right of payment with all of the Revolving Borrower's existing and future senior indebtedness, including indebtedness under the Senior Term Loan Credit Agreement, the Existing Secured Notes and any future senior secured credit facility; is effectively senior to the Revolving Borrower's existing and future unsecured senior indebtedness, including Acquisition Corp.'s 6.750% Senior Notes due 2022 (the "Existing Senior Notes"), to the extent of the value of the collateral securing the Revolving Credit Facility; and is structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any of the Revolving Borrower's non-guarantor subsidiaries (other than indebtedness and liabilities owed to the Revolving Borrower or one of its Subsidiary Guarantors (as defined below)).

## Guarantees

All obligations under the Revolving Credit Facility are guaranteed by the Revolving Borrower's existing subsidiaries that guarantee the Existing Secured Notes and each other direct and indirect wholly owned U.S. subsidiary of the Revolving Borrower, other than certain excluded subsidiaries and are secured by substantially all assets of the Revolving Borrower and each subsidiary guarantor to the extent required under the security agreement securing the Existing Secured Notes including a perfected pledge of all the equity interests of the Revolving Borrower and of any subsidiary guarantor, mortgages on certain real property and certain intellectual property.

## Covenants, Representations and Warranties

The Revolving Credit Facility contains customary representations and warranties and customary affirmative and negative covenants. The negative covenants are limited to the following: limitations on dividends on, and redemptions and purchases of, equity interests and other restricted payments, limitations on prepayments, redemptions and repurchases of certain debt, limitations on liens, limitations on loans and investments, limitations on debt, guarantees and hedging arrangements, limitations on mergers, acquisitions and asset sales, limitations on transactions with affiliates, limitations on changes in business conducted by the Revolving Borrower and its subsidiaries, limitations on restrictions on ability of subsidiaries to pay dividends or make distributions and limitations on amendments of subordinated debt and unsecured bonds. The negative covenants are subject to customary and other specified exceptions.

There are no financial covenants included in the Revolving Credit Agreement, other than a springing senior secured leverage ratio of 4.625:1.00 (with no step-down), which will be tested only at the end of any fiscal quarter when there are loans outstanding under the Revolving Credit Facility in excess of \$30,000,000 (excluding (i) letters of credit that have been cash collateralized and (ii) undrawn outstanding letters of credit that have not been cash collateralized not exceeding \$20,000,000).

## Events of Default

Events of default under the Revolving Credit Agreement are limited to nonpayment of principal, interest or other amounts, violation of covenants, incorrectness of representations and warranties in any material respect, cross default

and cross acceleration of certain material debt, bankruptcy, material judgments, ERISA events, actual or asserted invalidities of the Revolving Credit Agreement, guarantees or security documents and a change of control, in each case subject to customary notice and grace period provisions.

#### Senior Term Loan Facility

On November 1, 2012, Acquisition Corp. entered into a \$600 million senior secured term loan credit facility, dated November 1, 2012, pursuant to a credit agreement, as amended by the amendments dated May 9, 2013, July 13, 2016, November 21, 2016 and May 22, 2017 (the “Senior Term Loan Credit Agreement”) with Credit Suisse AG, as administrative agent and collateral agent, and the other financial institutions and lenders from time to time party thereto (as described below, the “Senior Term Loan Facility” and, together with the Revolving Credit Facility, the “Senior Credit Facilities”).

## General

Acquisition Corp. is the borrower under the Senior Term Loan Facility (the “Term Loan Borrower”). On May 9, 2013, the Term Loan Borrower entered into an amendment to the Senior Term Loan Facility among the Term Loan Borrower, Holdings, the subsidiaries of the Term Loan Borrower party thereto, Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto, providing for the refinancing of the then outstanding term loan and for a \$820 million senior secured incremental term loan facility, which was drawn on July 1, 2013. On July 15, 2016, the Term Loan Borrower entered into an amendment to the Senior Term Loan Credit Agreement with Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto, providing for (among other changes) conforming certain baskets governing the ability to incur debt and liens to the equivalent provisions applicable to the 5.000% Existing Secured Notes. The effectiveness of such changes to the baskets was subject to certain conditions, which were satisfied by the completed issuance and sale of the 5.000% Existing Secured Notes and the prepayment, pursuant to the prepayment notice dated July 22, 2016, of \$295.5 million of the Tranche B Term Loans (as defined in the Senior Term Loan Credit Agreement) with the net proceeds from the sale of the 5.000% Existing Secured Notes. On November 21, 2016, the Term Loan Borrower entered into an amendment to the Senior Term Loan Credit Agreement, which extended the maturity date to November 1, 2023, subject, in certain circumstances to a springing maturity inside the maturity date of certain of the Term Loan Borrower’s other outstanding indebtedness and increased the principal amount outstanding by \$27.5 million to \$1,006 million.

The loans outstanding under the Senior Term Loan Facility mature on November 1, 2023, subject, in certain circumstances to a springing maturity inside the maturity date of certain of the Term Loan Borrower’s other outstanding indebtedness.

In addition, the Senior Term Loan Credit Agreement provides the right for individual lenders to extend the maturity date of their loans upon the request of the Term Loan Borrower and without the consent of any other lender.

Subject to certain conditions, without the consent of the then existing lenders (but subject to the receipt of commitments), the Senior Term Loan Facility may be expanded (or a new term loan facility entered into) by up to the greater of (i) \$300 million and (ii) such additional amount as would not cause the net senior secured leverage ratio, after giving effect to the incurrence of such additional amount and any use of proceeds thereof, to exceed 4.00:1.00.

## Interest Rates and Fees

Prior to the May 2017 Senior Term Loan Credit Agreement, term loan borrowings under the Senior Term Loan Credit Agreement bore interest at a floating rate measured by reference to, at Acquisition Corp.’s option, either (i) an adjusted London inter-bank offered rate, or “LIBOR,” not less than 1.00% per annum plus a borrowing margin of 2.75% per annum or (ii) an alternate base rate plus a borrowing margin of 1.75% per annum. Pursuant to the May 2017 Senior Term Loan Credit Agreement, term loan borrowings under the Senior Term Loan Credit Agreement will bear interest at a floating rate measured by reference to, at Acquisition Corp.’s option, either (i) an adjusted LIBOR not less than 0.00% per annum plus a borrowing margin of 2.50% per annum or (ii) an alternative base rate plus a borrowing margin of 1.50% per annum.

## Prepayments

The Senior Term Loan Facility is subject to mandatory prepayment and reduction in an amount equal to (a) 50% of excess cash flow (as defined in the Senior Term Loan Credit Agreement), with reductions to 25% and zero based upon achievement of a net senior secured leverage ratio of less than or equal to 2.00:1.00 or 1.50:1.00, respectively, (b) 100% of the net cash proceeds received from the incurrence of indebtedness by the Term Loan Borrower or any of its

restricted subsidiaries (other than indebtedness permitted under the Senior Term Loan Facility), and (c) 100% of the net cash proceeds of all non-ordinary course asset sales or other dispositions of property by the Term Loan Borrower and its restricted subsidiaries (including certain insurance and condemnation proceeds) in excess of \$75 million and subject to the right of the Term Loan Borrower and its restricted subsidiaries to reinvest such proceeds within a specified period of time, and other exceptions. Voluntary prepayments of borrowings under the Senior Term Loan Facility are permitted at any time, in minimum principal amounts of \$1 million or a whole multiple of \$500,000 in excess thereof, subject to reimbursement of the lenders' redeployment costs actually incurred in the case of a prepayment of adjusted LIBOR borrowings other than on the last day of the relevant interest period.

#### Guarantee; Security

All obligations under the Senior Term Loan Facility are guaranteed by each direct and indirect U.S. restricted subsidiary of the Term Loan Borrower, other than certain excluded subsidiaries.

All obligations of the Term Loan Borrower and each guarantor are secured on an equal basis with the Existing Secured Notes by a perfected security interest in the capital stock of the Term Loan Borrower and substantially all tangible and intangible assets of the Term Loan Borrower and each guarantor, including the capital stock of each direct material U.S. subsidiary of the Term Loan Borrower and each guarantor, and 65% of each series of capital stock of any non-U.S. subsidiary held directly by the Term Loan Borrower or any guarantor, subject to exceptions for fee owned real property with a value of less than \$5 million, leasehold interests including requirements to deliver landlord lien waivers, estoppels and collateral access waivers, assets specifically requiring perfection through control agreements and other customary exceptions.

#### Covenants, Representations and Warranties

The Senior Term Loan Facility contains customary representations and warranties and customary affirmative and negative covenants. The negative covenants are incurrence-based high yield covenants and limit the ability of the Term Loan Borrower and its restricted subsidiaries to:

- incur additional indebtedness or issue certain preferred shares;
- pay dividends, redeem stock or make other distributions;
- repurchase, prepay or redeem subordinated indebtedness;
- make investments;
- create restrictions on the ability of our restricted subsidiaries to pay dividends to us or make other intercompany transfers;
- create liens;
- transfer or sell assets;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into certain transactions with affiliates; and
- designate subsidiaries as unrestricted subsidiaries.

The negative covenants are subject to customary exceptions. There are no financial covenants included in the Senior Term Loan Credit Agreement.

#### Events of Default

Events of default under the Senior Term Loan Credit Agreement are limited to nonpayment of principal when due, nonpayment of interest or other amounts, inaccuracy of representations or warranties in any material respect, violation of covenants, cross default and cross acceleration to other material debt, certain bankruptcy or insolvency events, certain ERISA events, certain material judgments, actual or asserted invalidity of security interests in excess of \$50 million, and upon a change of control, in each case subject to customary thresholds, notice and grace period provisions.

#### Existing Secured Notes

##### General

On April 9, 2014, Acquisition Corp. issued \$275 million in aggregate principal amount of its 5.625% Existing Secured Notes under the Indenture, dated as of November 1, 2012 (the "Senior Secured Base Indenture"), among Acquisition Corp., the guarantors party thereto, Credit Suisse AG, as Notes Authorized Agent and Collateral Agent and Wells Fargo Bank, National Association, as Trustee (the "Trustee"), as supplemented by the Fourth Supplemental Indenture, dated as of April 9, 2014, among Acquisition Corp., the guarantors party thereto and the Trustee (the "5.625% Supplemental Indenture"). On July 27, 2016, Acquisition Corp. issued \$300 million in aggregate principal amount of its 5.000% Existing Secured Notes under the Senior Secured Base Indenture, as supplemented by the Fifth

Supplemental Indenture, dated as of July 27, 2016, among Acquisition Corp., the guarantors party thereto, Credit Suisse AG, as Notes Authorized Agent and Collateral Agent, and the Trustee (the “5.000% Supplemental Indenture”). On October 18, 2016, Acquisition Corp. issued \$250 million in aggregate principal amount of its New Dollar Notes under and €345 million in aggregate principal amount of its New Euro Notes under the Senior Secured Base Indenture, as supplemented by (i) in the case of the New Dollar Notes, the Sixth Supplemental Indenture, dated as of October 18, 2016 (the “New Euro Notes Supplemental Indenture”) and (ii) in the case of the New Euro Notes, the Seventh Supplemental Indenture, dated as of October 18, 2016, in each case among Acquisition Corp., the guarantors party thereto and the Trustee (the “New Dollar Notes Supplemental Indenture” and, the Senior Secured Base Indenture, collectively with the 5.625% Supplemental Indenture, the 5.000% Supplemental Indenture, the New Euro Supplemental Indenture or the New Dollar Supplemental Indenture, as applicable, the “Existing Secured Notes Indenture”)

Interest on the 5.625% Existing Secured Notes accrues at the rate of 5.625% per annum and is payable semi-annually in arrears on April 15 and October 15, commencing on October 15, 2014. Interest on the 5.000% Existing Secured Notes accrues at a rate of 5.000% per annum and is payable semi-monthly in arrears on February 1 and August 1, commencing on February 1, 2017. Interest on the New Dollar Notes accrues at the rate of 4.875% per annum and is payable semi-annually in arrears on May 1 and November 1, commencing on May 1, 2017. Interest on the New Euro Notes accrues at the rate of 4.125% per annum and is payable semi-annually in arrears on May 1 and November 1, commencing on May 1, 2017.

### Ranking

The Existing Secured Notes are Acquisition Corp.'s senior secured obligations and are secured on an equal and ratable basis with all existing and future indebtedness secured with the same security arrangements as the Existing Secured Notes, including the Senior Credit Facilities. The Existing Secured Notes rank senior in right of payment to Acquisition Corp.'s subordinated indebtedness; rank equally in right of payment with all of Acquisition Corp.'s existing and future senior indebtedness, including the Existing Unsecured Notes and indebtedness under Acquisition Corp.'s Senior Credit Facilities and any future senior secured credit facility; are effectively senior to Acquisition Corp.'s unsecured senior indebtedness, including the Existing Unsecured Notes, to the extent of the value of the collateral securing the Existing Secured Notes; and are structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any of Acquisition Corp.'s non-guarantor subsidiaries (other than indebtedness and liabilities owed to Acquisition Corp. or one of its subsidiary guarantors (as such term is defined below)).

### Guarantees

The Existing Secured Notes are fully and unconditionally guaranteed on a senior secured basis by each of Acquisition Corp.'s existing direct or indirect wholly-owned domestic restricted subsidiaries and by any such subsidiaries that guarantee obligations of Acquisition Corp. under the Senior Credit Facilities, subject to customary exceptions. Such subsidiary guarantors are collectively referred to herein as the "subsidiary guarantors," and such subsidiary guarantees are collectively referred to herein as the "subsidiary guarantees." Each subsidiary guarantee is a senior secured obligation of such subsidiary guarantor and is secured on an equal and ratable basis with all existing and future obligations of such subsidiary guarantor that are secured with the same security arrangements as the guarantee of the Existing Secured Notes (including the subsidiary guarantor's guarantee of obligations under the the Senior Credit Facilities). Each subsidiary guarantee ranks senior in right of payment to all subordinated obligations of the subsidiary guarantor; is effectively senior to the subsidiary guarantor's existing unsecured obligations, including the subsidiary guarantor's guarantee of the Existing Unsecured Notes, to the extent of the collateral securing such guarantee; ranks equally in right of payment with all of the subsidiary guarantor's existing and future senior obligations, including the subsidiary guarantor's guarantee of the Senior Credit Facilities and any future senior secured credit facility, and the Existing Unsecured Notes; and is structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any non-guarantor subsidiary of the subsidiary guarantor (other than indebtedness and liabilities owed to Acquisition Corp. or one of its subsidiary guarantors). Any subsidiary guarantee of the Existing Secured Notes may be released in certain circumstances.

On May 7, 2014, the Company issued a guarantee whereby it fully and unconditionally guaranteed on a senior secured basis, the payments of Acquisition Corp. on the 5.625% Existing Secured Notes. On July 27, 2016, the Company issued a guarantee whereby it fully and unconditionally guaranteed on a senior secured basis, the payments of Acquisition Corp. on the 5.000% Existing Secured Notes. On October 18, 2016, the Company issued a guarantee whereby it fully and unconditionally guaranteed the payments of Acquisition Corp. on the New Euro Notes and the New Dollar Notes.

### Optional Redemption

5.625% Existing Secured Notes

At any time prior to April 15, 2017, Acquisition Corp. may on any one or more occasions redeem up to 40% of the aggregate principal amount of 5.625% Existing Secured Notes (including the aggregate principal amount of any additional notes of the same series) issued under the Existing Secured Notes Indenture, at its option, at a redemption price equal to 105.625% of the principal amount of the 5.625% Existing Secured Notes redeemed, plus accrued and unpaid interest thereon, if any, to the date of redemption (subject to the rights of holders of 5.625% Existing Secured Notes on the relevant record date to receive interest on the relevant interest payment date), with funds in an aggregate amount not exceeding the net cash proceeds of one or more Equity Offerings by Acquisition Corp. or any contribution to Acquisition Corp.'s common equity capital made with the net cash proceeds of one or more Equity Offerings by Acquisition Corp.'s direct or indirect parent; provided that:

(1) at least 50% of the aggregate principal amount of 5.625% Existing Secured Notes originally issued under the Existing Secured Notes Indenture (including the aggregate principal amount of any additional notes of the same series) remains outstanding immediately after the occurrence of such redemption; and

(2) the redemption occurs within 90 days of the date of, and may be conditioned upon, the closing of such Equity Offering.



The 5.625% Existing Secured Notes may be redeemed, in whole or in part, at any time prior to April 15, 2017, at the option of Acquisition Corp., at a redemption price equal to 100% of the principal amount of the 5.625% Existing Secured Notes redeemed plus the applicable make whole premium of, and accrued and unpaid interest thereon, if any, to, the applicable redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

On or after April 15, 2017, Acquisition Corp. may redeem all or a part of the 5.625% Existing Secured Notes, at its option, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, on the 5.625% Existing Secured Notes to be redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on April 15 of the years indicated below:

Year	Percentage
2017	104.219 %
2018	102.813 %
2019	101.406 %
2020 and thereafter	100.000 %

In addition, during any 12-month period prior to April 15, 2017, Acquisition Corp. will be entitled to redeem up to 10% of the original aggregate principal amount of the 5.625% Existing Secured Notes (including the principal amount of any additional notes of the same series) at a redemption price equal to 103.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

#### 5.000% Existing Secured Notes

At any time prior to August 1, 2019, Acquisition Corp. may on any one or more occasions redeem up to 40% of the aggregate principal amount of the 5.000% Existing Secured Notes (including the aggregate principal amount of any additional notes constituting 5.000% Existing Secured Notes) issued under the Existing Secured Notes Indenture, at its option, at a redemption price equal to 105% of the principal amount of the 5.000% Existing Secured Notes redeemed, plus accrued and unpaid interest thereon, if any, to the date of redemption (subject to the rights of holders of 5.000% Existing Secured Notes on the relevant record date to receive interest on the relevant interest payment date), with funds in an aggregate amount not exceeding the net cash proceeds of one or more equity offerings by Acquisition Corp. or any contribution to Acquisition Corp.'s common equity capital made with the net cash proceeds of one or more equity offerings by Acquisition Corp.'s direct or indirect parent; provided that:

(1) at least 50% of the aggregate principal amount of the 5.000% Existing Secured Notes originally issued under the Existing Secured Notes Indenture (including the aggregate principal amount of any additional securities constituting 5.000% Existing Secured Notes issued under the Existing Secured Notes Indenture) remains outstanding immediately after the occurrence of such redemption; and

(2) the redemption occurs within 180 days of the date of, and may be conditioned upon, the closing of such equity offering.

The 5.000% Existing Secured Notes may be redeemed, in whole or in part, at any time prior to August 1, 2019, at the option of Acquisition Corp., at a redemption price equal to 100% of the principal amount of the 5.000% Existing Secured Notes redeemed plus the applicable make-whole premium as of, and accrued and unpaid interest thereon, if any, to, the applicable redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

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On or after August 1, 2019, Acquisition Corp. may redeem all or a part of the 5.000% Existing Secured Notes, at its option, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, on the 5.000% Existing Secured Notes to be redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on August 1 of the years indicated below:

Year	Percentage
2019	102.500 %
2020	101.250 %
2021 and thereafter	100.000 %

In addition, during any 12-month period prior to August 1, 2019, Acquisition Corp. will be entitled to redeem up to 10% of the original aggregate principal amount of the 5.000% Existing Secured Notes (including the principal amount of any additional notes of the same series) at a redemption price equal to 103.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date (subject to the right of Holders of record on the relevant record date to receive interest due on the relevant interest payment date).

#### New Dollar Notes

At any time prior to November 1, 2019, Acquisition Corp. may on any one or more occasions redeem up to 40% of the aggregate principal amount of the New Dollar Notes (including the aggregate principal amount of any additional securities constituting New Dollar Notes) issued under the Existing Secured Notes Indenture, at its option, at a redemption price equal to 104.875% of the principal amount of the New Dollar Notes redeemed, plus accrued and unpaid interest thereon, if any, to the date of redemption (subject to the rights of holders of New Dollar Notes on the relevant record date to receive interest on the relevant interest payment date), with funds in an aggregate amount not exceeding the net cash proceeds of one or more equity offerings by Acquisition Corp. or any contribution to Acquisition Corp.'s common equity capital made with the net cash proceeds of one or more equity offerings by Acquisition Corp.'s direct or indirect parent; provided that:

(1) at least 50% of the aggregate principal amount of the New Dollar Notes originally issued under the Existing Secured Notes Indenture (including the aggregate principal amount of any additional securities constituting New Dollar Notes issued under the Existing Secured Notes Indenture) remains outstanding immediately after the occurrence of such redemption; and

(2) the redemption occurs within 180 days of the date of, and may be conditioned upon, the closing of such equity offering.

The New Dollar Notes may be redeemed, in whole or in part, at any time prior to November 1, 2019, at the option of Acquisition Corp. at a redemption price equal to 100% of the principal amount of the New Dollar Notes redeemed plus the applicable make-whole premium as of, and accrued and unpaid interest thereon, if any, to, the applicable redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

On or after November 1, 2019, Acquisition Corp. may redeem all or a part of the New Dollar Notes, at its option, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, on the New Dollar Notes to be redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on November 1 of the years indicated below:

Year	Percentage
2019	103.656 %
2020	102.438 %
2021	101.219 %
2022 and thereafter	100.000 %

In addition, during any 12-month period prior to November 1, 2019, Acquisition Corp. will be entitled to redeem up to 10% of the original aggregate principal amount of the New Dollar Notes (including the principal amount of any additional securities of the same series) at a redemption price equal to 103.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

New Euro Notes

At any time prior to November 1, 2019, Acquisition Corp. may on any one or more occasions redeem up to 40% of the aggregate principal amount of the New Euro Notes (including the aggregate principal amount of any additional securities constituting New Euro Notes) issued under the Existing Secured Notes Indenture, at its option, at a redemption price equal to 104.125% of the principal amount of the New Euro Notes redeemed, plus accrued and unpaid interest thereon, if any, to the date of redemption (subject to the rights of holders of New Euro Notes on the relevant record date to receive interest on the relevant interest payment date), with funds in an aggregate amount not exceeding the net cash proceeds of one or more equity offerings by Acquisition Corp. or any contribution to Acquisition Corp.'s common equity capital made with the net cash proceeds of one or more equity offerings by Acquisition Corp.'s direct or indirect parent; provided that:

(1) at least 50% of the aggregate principal amount of the New Euro Notes originally issued under the Existing Secured Notes Indenture (including the aggregate principal amount of any additional securities constituting New Euro Notes issued under the Existing Secured Notes Indenture) remains outstanding immediately after the occurrence of such redemption; and

(2) the redemption occurs within 180 days of the date of, and may be conditioned upon, the closing of such equity offering.

The New Euro Notes may be redeemed, in whole or in part, at any time prior to November 1, 2019, at the option of Acquisition Corp., at a redemption price equal to 100% of the principal amount of the New Euro Notes redeemed plus the applicable make-whole premium as of, and accrued and unpaid interest thereon, if any, to, the applicable redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

On or after November 1, 2019, Acquisition Corp. may redeem all or a part of the New Euro Notes, at its option, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, on the New Euro Notes to be redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on November 1 of the years indicated below:

Year	Percentage
2019	103.094 %
2020	102.063 %
2021	101.031 %
2022 and thereafter	100.000 %

In addition, during any 12-month period prior to November 1, 2019, Acquisition Corp. will be entitled to redeem up to 10% of the original aggregate principal amount of the New Euro Notes (including the principal amount of any additional securities of the same series) at a redemption price equal to 103.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

#### Change of Control

Upon the occurrence of a change of control, which is defined in the Secured Notes Base Indenture, each holder of the Existing Secured Notes has the right to require Acquisition Corp. to repurchase some or all of such holder's Existing Secured Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

#### Covenants

The Existing Secured Notes Indenture contains covenants limiting, among other things, Acquisition Corp.'s ability and the ability of most of its subsidiaries to: incur additional indebtedness or issue certain preferred shares; pay dividends on or make distributions in respect of its capital stock or make investments or other restricted payments; create restrictions on the ability of its restricted subsidiaries to pay dividends to it or make certain other intercompany transfers; sell certain assets; create liens; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets; and enter into certain transactions with its affiliates.

#### Events of Default

Events of default under the Existing Secured Notes Indenture are limited to: the nonpayment of principal or interest when due, violation of covenants and other agreements contained in the Existing Secured Notes Indenture, cross payment default after final maturity and cross acceleration of certain material debt; certain bankruptcy and insolvency events, material judgment defaults, actual or asserted invalidity of a guarantee of a significant subsidiary, or of security interests in excess of \$50 million, subject to customary notice and grace period provisions. The occurrence of an event of default would permit or require the principal of and accrued interest on the Existing Secured Notes to become or to be declared due and payable.

New Unsecured Notes

On April 9, 2014, Acquisition Corp. issued \$660 million in aggregate principal amount of its 6.750% Senior Notes due 2022 (the “New Unsecured Notes”) under the Indenture, dated as of April 9, 2014 (the “New Unsecured Notes Base Indenture”), among Acquisition Corp., the guarantors party thereto and the Trustee, as supplemented by the First Supplemental Indenture, dated as of April 9, 2014 (the “New Unsecured Notes Supplemental Indenture” and, together with the New Unsecured Notes Base Indenture, the “New Unsecured Notes Indenture”), among the Acquisition Corp., the guarantors party thereto and the Trustee. Following the retirement of notes acquired in open market purchases on March 11, 2016, approximately \$635 million of the New Unsecured Notes remain outstanding.

Interest on the New Unsecured Notes will accrue at the rate of 6.750% per annum and will be payable semi-annually in arrears on April 15 and October 15, commencing on October 15, 2014.

## Ranking

The New Unsecured Notes are Acquisition Corp.'s senior unsecured obligations. The New Unsecured Notes rank senior in right of payment to Acquisition Corp.'s subordinated indebtedness; rank equally in right of payment with all of Acquisition Corp.'s existing and future senior indebtedness, including the Existing Secured Notes and indebtedness outstanding under the Senior Credit Facilities and any future senior secured credit facility; are effectively subordinated to Acquisition Corp.'s secured senior indebtedness, including the Existing Secured Notes and indebtedness under the Senior Credit Facilities and any future senior secured credit facility, to the extent of the value of the collateral securing such indebtedness; and are structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any of Acquisition Corp.'s non-guarantor subsidiaries (other than indebtedness and liabilities owed to Acquisition Corp. or one of its subsidiary guarantors).

## Guarantees

The New Unsecured Notes are fully and unconditionally guaranteed on a senior unsecured basis by the subsidiary guarantors. Each subsidiary guarantee is a senior unsecured obligation of such subsidiary guarantor. Each subsidiary guarantee ranks senior in right of payment to all subordinated obligations of the subsidiary guarantor; is effectively subordinated to the subsidiary guarantor's existing secured obligations, including the subsidiary guarantor's guarantee of the Existing Secured Notes and obligations under the Senior Credit Facilities and any future senior secured credit facility, to the extent of the collateral securing such guarantee; ranks equally in right of payment with all of the subsidiary guarantor's existing and future senior obligations, including the subsidiary guarantor's guarantee of the Existing Secured Notes and the Senior Credit Facilities and any future senior secured credit facility; and is structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any non-guarantor subsidiary of the subsidiary guarantor (other than indebtedness and liabilities owed to Acquisition Corp. or one of its subsidiary guarantors). Any subsidiary guarantee of the New Unsecured Notes may be released in certain circumstances. On May 7, 2014, the Parent issued a guarantee whereby it agreed to fully and unconditionally guarantee the payments of Acquisition Corp. on the New Senior Unsecured Notes.

## Optional Redemption

At any time prior to April 15, 2017, Acquisition Corp. may on any one or more occasions redeem up to 40% of the aggregate principal amount of New Unsecured Notes (including the aggregate principal amount of any additional securities constituting New Unsecured Notes) issued under the New Unsecured Notes Indenture, at its option, at a redemption price equal to 106.750% of the principal amount of the New Unsecured Notes redeemed, plus accrued and unpaid interest thereon, if any, to the date of redemption (subject to the rights of holders of New Unsecured Notes on the relevant record date to receive interest on the relevant interest payment date), with funds in an aggregate amount not exceeding the net cash proceeds of one or more equity offerings by Acquisition Corp. or any contribution to Acquisition Corp.'s common equity capital made with the net cash proceeds of one or more equity offerings by Acquisition Corp.'s direct or indirect parent; provided that: (1) at least 50% of the aggregate principal amount of New Unsecured Notes originally issued under the New Unsecured Notes Indenture (including the aggregate principal amount of any additional securities constituting New Unsecured Notes issued under the New Unsecured Notes Indenture) remains outstanding immediately after the occurrence of such redemption; and (2) the redemption occurs within 90 days of the date of, and may be conditioned upon, the closing of such equity offering.

The New Unsecured Notes may be redeemed, in whole or in part, at any time prior to April 15, 2017, at the option of Acquisition Corp., at a redemption price equal to 100% of the principal amount of the New Unsecured Notes redeemed plus the applicable make-whole premium as of, and accrued and unpaid interest thereon, if any, to, the applicable redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

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On or after April 15, 2017, Acquisition Corp. may redeem all or a part of the New Unsecured Notes, at its option, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, on the New Unsecured Notes to be redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on April 15 of the years indicated below:

Year	Percentage
2017	105.063 %
2018	103.375 %
2019	101.688 %
2020 and thereafter	100.000 %



## Change of Control

Upon the occurrence of a change of control, which is defined in the New Unsecured Notes Base Indenture, each holder of the New Unsecured Notes has the right to require Acquisition Corp. to repurchase some or all of such holder's New Unsecured Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

## Covenants

The New Unsecured Notes Indenture contains covenants limiting, among other things, Acquisition Corp.'s ability and the ability of most of its subsidiaries to: incur additional indebtedness or issue certain preferred shares; pay dividends on or make distributions in respect of its capital stock or make investments or other restricted payments; create restrictions on the ability of its restricted subsidiaries to pay dividends to it or make certain other intercompany transfers; sell certain assets; create liens; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets; and enter into certain transactions with its affiliates.

## Events of Default

The New Unsecured Notes Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on New Unsecured Notes to become or to be declared due and payable.

## Existing Debt as of September 30, 2017

As of September 30, 2017, our long-term debt was as follows (in millions):

Revolving Credit Facility—Acquisition Corp. (a)	\$—
Senior Term Loan Facility due 2023—Acquisition Corp. (b)	990
5.625% Senior Secured Notes due 2022—Acquisition Corp. (c)	246
5.00% Senior Secured Notes due 2023—Acquisition Corp. (d)	297
4.125% Senior Secured Notes due 2024—Acquisition Corp. (e)	402
4.875% Senior Secured Notes due 2024—Acquisition Corp. (f)	246
6.75% Senior Notes due 2022—Acquisition Corp. (g)	630
Total debt (h)	\$2,811

(a) Reflects \$150 million of commitments under the Revolving Credit Facility, less letters of credit outstanding of approximately \$12 million at September 30, 2017. There were no loans outstanding under the Revolving Credit Facility at September 30, 2017.

(b) Principal amount of \$1.006 billion less unamortized discount of \$6 million and unamortized deferred financing costs of \$10 million at September 30, 2017.

(c) Principal amount of \$248 million less unamortized deferred financing costs of \$2 million at September 30, 2017.

(d) Principal amount of \$300 million at September 30, 2017 less unamortized deferred financing costs of \$3 million at September 30, 2017.

(e) Face amount of €345 million. Above amounts represent the dollar equivalent of such notes at September 30, 2017.

Principal amount of \$407 million less unamortized deferred financing costs of \$5 million at September 30, 2017.

(f) Principal amount of \$250 million less unamortized deferred financing costs of \$4 million at September 30, 2017.

- (g) Principal amount of \$635 million at September 30, 2017 less unamortized deferred financing costs of \$5 million at September 30, 2017.
- (h) Principal amount of debt of \$2.846 billion less unamortized discount of \$6 million and unamortized deferred financing costs of \$29 million at September 30, 2017.

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## Covenant Compliance

The Company was in compliance with its covenants under its outstanding notes, Revolving Credit Facility and Senior Term Loan Facility as of September 30, 2017.

Our Revolving Credit Facility contains a springing leverage ratio that is tied to a ratio based on Consolidated EBITDA, which is defined under the Credit Agreement governing the Revolving Credit Facility. Our ability to borrow funds under our Revolving Credit Facility may depend upon our ability to meet the leverage ratio test at the end of a fiscal quarter to the extent we have drawn a certain amount of revolving loans. Consolidated EBITDA differs from the term “EBITDA” as it is commonly used. For example, the definition of Consolidated EBITDA, in addition to adjusting net income to exclude interest expense, income taxes, and depreciation and amortization, also adjusts net income by excluding items or expenses not typically excluded in the calculation of “EBITDA” such as, among other items, (1) the amount of any restructuring charges or reserves; (2) any non-cash charges (including any impairment charges); (3) any net loss resulting from hedging currency exchange risks; (4) the amount of management, monitoring, consulting and advisory fees paid to Access under the Management Agreement (as defined in the Credit Agreement); (5) business optimization expenses (including consolidation initiatives, severance costs and other costs relating to initiatives aimed at profitability improvement); (6) transaction expenses and (7) share-based compensation expense. It also includes an adjustment for the pro forma impact of certain projected cost-savings and synergies. The indentures governing our notes and our Senior Term Loan Facility use financial measures called “Consolidated EBITDA” or “EBITDA” that have the same definition as Consolidated EBITDA as defined under the Credit Agreement governing the Revolving Credit Facility.

Consolidated EBITDA is presented herein because it is a material component of the leverage ratio contained in our Revolving Credit Agreement. Non-compliance with the leverage ratio could result in the inability to use our Revolving Credit Facility, which could have a material adverse effect on our results of operations, financial position and cash flow. Consolidated EBITDA does not represent net income or cash from operating activities as those terms are defined by U.S. GAAP and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. While Consolidated EBITDA and similar measures are frequently used as measures of operations and the ability to meet debt service requirements, these terms are not necessarily comparable to other similarly titled captions of other companies due to the potential inconsistencies in the method of calculation. Consolidated EBITDA does not reflect the impact of earnings or charges resulting from matters that we may consider not to be indicative of our ongoing operations. In particular, the definition of Consolidated EBITDA in the Revolving Credit Agreement allows us to add back certain non-cash, extraordinary, unusual or non-recurring charges that are deducted in calculating net income. However, these are expenses that may recur, vary greatly and are difficult to predict.

Consolidated EBITDA as presented below is not a measure of the performance of our business and should not be used by investors as an indicator of performance for any future period. Further, our debt instruments require that it be calculated for the most recent four fiscal quarters. As a result, the measure can be disproportionately affected by a particularly strong or weak quarter. Further, it may not be comparable to the measure for any subsequent four quarter period or any complete fiscal year. In addition, our debt instruments require that the leverage ratio be calculated on a pro forma basis for certain transactions including acquisitions as if such transactions had occurred on the first date of the measurement period and may include expected cost savings and synergies resulting from or related to any such transaction. There can be no assurances that any such cost savings or synergies will be achieved in full.

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The following is a reconciliation of net income, which is a U.S. GAAP measure of our operating results, to Consolidated EBITDA as defined, and the calculation of the Senior Secured Indebtedness to Consolidated EBITDA ratio, which we refer to as the Leverage Ratio, under our Revolving Credit Agreement for the most recently ended four fiscal quarters, or twelve months ended September 30, 2017. The terms and related calculations are defined in the Revolving Credit Agreement. All amounts in the reconciliation below reflect Acquisition Corp. (in millions, except ratios):

	Twelve Months	
	Ended September	
	30, 2017	
Net Income	\$	149
Income tax benefit	(151	)
Interest expense, net	149	
Depreciation and amortization	251	
Loss on extinguishment of debt (a)	35	
Net gain on divestiture of business and assets	(4	)
dispositions (b)		
Restructuring costs (c)	14	
Net hedging and foreign exchange losses (d)	22	
Management fees (e)	9	
Transaction costs (f)	3	
Business optimization expenses (g)	15	
Equity based compensation expense (h)	70	
Other non-cash charges (i)	19	
Pro forma impact of specified transactions (j)	23	
Pro Forma Consolidated EBITDA	\$	604
Senior Secured Indebtedness (k)	\$	2,060
Leverage Ratio (l)		3.41x

(a) Reflects net loss incurred on the early extinguishment of our debt incurred as part of the July 2016 debt redemption and the October 2016 refinancing transaction and November Amendment and redemption.

(b) Reflects net gain on divestitures.

(c) Reflects severance costs and other restructuring related expenses.

(d) Reflects net losses from hedging activities and unrealized losses due to foreign exchange on our Euro denominated debt and intercompany transactions.

(e) Reflects management fees paid to Access, including an annual fee and related expenses. Pursuant to the Company's and Holdings' management agreement with Access, the base amount of the annual fee is approximately \$9 million, subject to certain potential upward adjustments.

(f) Reflects mainly integration, transaction and other nonrecurring costs.

(g) Reflects primarily costs associated with IT systems updates and U.S. shared services relocation.

(h) Reflects equity based compensation expense related to the Warner Music Group Corp. Senior Management Free Cash Flow Plan.

- (i) Reflects cash payments related to previous non-cash charges, including but not limited to costs associated with our Los Angeles office consolidations and losses on investments.
- (j) Reflects expected savings resulting from our U.S. shared services relocation and other transformation initiatives.
- (k) Reflects the principal balance of senior secured debt at Acquisition Corp. of approximately \$2.210 billion, less cash and equivalents of \$150 million.
- (l) Reflects the ratio of Senior Secured Indebtedness, including Revolving Credit Agreement Indebtedness, to Pro Forma Consolidated EBITDA as of the twelve months ended September 30, 2017. This is calculated net of cash and equivalents of the Company as of September 30, 2017 not exceeding \$150 million. If the outstanding aggregate principal amount of borrowings under our Revolving Credit Facility is greater than \$30 million at the end of a fiscal quarter, the maximum leverage ratio permitted under our Revolving Credit Facility is 4.625:1.00. The Company's Revolving Credit Facility does not impose any "leverage ratio" restrictions on the Company when the aggregate principal amount of borrowings under the Revolving Credit Facility is less than or equal to \$30 million at the end of a fiscal quarter.

## Summary

Management believes that funds generated from our operations and borrowings under our Revolving Credit Facility will be sufficient to fund our debt service requirements, working capital requirements and capital expenditure requirements for the foreseeable future. We also have additional borrowing capacity under our indentures and Senior Term Loan Facility. However, our ability to continue to fund these items and to reduce debt may be affected by general economic, financial, competitive, legislative and regulatory factors, as well as other industry-specific factors such as the ability to control music piracy and the continued transition from physical to digital sales in the recorded music and music publishing businesses. We and our affiliates continue to evaluate opportunities to, from time to time depending on market conditions and prices, contractual restrictions, our financial liquidity and other factors, seek to pay dividends or prepay outstanding debt or repurchase or retire Acquisition Corp.'s outstanding debt or debt securities in open market purchases, privately negotiated purchases or otherwise. The amounts involved in any such transactions, individually or in the aggregate, may be material and may be funded from available cash or from additional borrowings. In addition, we may from time to time, depending on market conditions and prices, contractual restrictions, our financial liquidity and other factors, seek to refinance our Senior Credit Facilities or our outstanding debt or debt securities with existing cash and/or with funds provided from additional borrowings.

## Contractual and Other Obligations

## Firm Commitments

The following table summarizes the Company's aggregate contractual obligations at September 30, 2017, and the estimated timing and effect that such obligations are expected to have on the Company's liquidity and cash flow in future periods.

Firm Commitments and Outstanding Debt	Less than	3	4-5	After 5	Total
	1	years	years	years	
	(in millions)				
Secured Notes (1)	\$—	\$—	\$248	\$957	\$1,205
Interest on Secured Notes (1)	58	116	115	87	376
Unsecured WMG Notes (1)	—	—	635	—	635
Interest on Unsecured WMG Notes (1)	43	86	87	—	216
Senior Term Loan Facility (1)	—	—	—	1,006	1,006
Interest on Senior Term Loan Facility (1)	41	90	95	4	230
Operating leases (2)	50	100	89	286	525
Artist, songwriter and co-publisher commitments (3)	305	*	*	*	305
Management Fees (4)	9	18	18	**	45
Minimum funding commitments to investees and other obligations (5)	1	1	—	1	3
<b>Total firm commitments and outstanding debt</b>	<b>\$507</b>	<b>\$411</b>	<b>\$1,287</b>	<b>\$2,341</b>	<b>\$4,546</b>

The following is a description of our firmly committed contractual obligations at September 30, 2017:

- (1) Outstanding debt obligations consist of the Senior Term Loan Facility, Existing Secured Notes and New Unsecured Notes. These obligations have been presented based on the principal amounts due, current and long term as of September 30, 2017. Amounts do not include any fair value adjustments, bond premiums or discounts.
- (2) Operating lease obligations primarily relate to the minimum lease rental obligations for our real estate and operating equipment in various locations around the world. These obligations have been presented without the benefit of \$6 million of total sublease income expected to be received under non-cancelable agreements.
- (3) The Company routinely enters into long-term commitments with artists, songwriters and publishers for the future delivery of music product. Such commitments generally become due only upon delivery and Company acceptance of albums from the artists or future musical compositions by songwriters and publishers. Additionally, such commitments are typically cancelable at the Company's discretion, generally without penalty. Based on contractual obligations, aggregate firm commitments to such talent approximate \$305 million at September 30, 2017. The aggregate firm commitments expected for the next 12 month period based on contractual obligations and the Company's expected release schedule approximates \$144 million at September 30, 2017.
- (4) Pursuant to the Management Agreement, the Company, or one or more of its subsidiaries, will pay Access an annual fee initially equal to the greater of (i) the sum of (x) a base amount of approximately \$9 million and (y) 1.5% of the aggregate amount of Acquired EBITDA (as defined in the Management Agreement) as at such time and (ii) 1.5% of the EBITDA (as defined in the indenture governing the redeemed WMG Holdings Corp. 13.75% Senior Notes due 2019 as required by the Management Agreement) of the Company for the applicable fiscal year,

plus expenses. The Company or one or more of its subsidiaries will also pay Access a specified transaction fee for certain types of transactions completed by Holdings or one or more of its subsidiaries, plus expenses.

(5) We have minimum funding commitments and other related obligations to support the operations of various investments, which are reflected in the table above. Other long-term liabilities include \$15 million and \$13 million of liabilities for uncertain tax positions as of September 30, 2017 and September 30, 2016, respectively. We are unable to accurately predict when these amounts will be realized or released.

\*Because the timing of payment, and even whether payment occurs, is dependent upon the timing of delivery of albums and musical compositions from talent, the timing and amount of payment of these commitments as presented in the above summary can vary significantly.

\*\*Per the above explanation, the minimum annual fee will be approximately \$9 million per year. This amount may vary based on the terms described above; and will continue as long as the Management Agreement remains unmodified and effective.



## CRITICAL ACCOUNTING POLICIES

The SEC's Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" ("FRR 60"), suggests companies provide additional disclosure and commentary on those accounting policies considered most critical. FRR 60 considers an accounting policy to be critical if it is important to our financial condition and results, and requires significant judgment and estimates on the part of management in our application. We believe the following list represents critical accounting policies as contemplated by FRR 60. For a summary of all of our significant accounting policies, see Note 2 to our audited Consolidated Financial Statements included elsewhere herein.

### Business Combinations

We account for our business acquisitions under the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 805, Business Combinations ("ASC 805") guidance for business combinations. The total cost of acquisitions is allocated to the underlying identifiable net assets based on their respective estimated fair values. The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, asset lives and market multiples, among other items. If our assumptions or estimates in the fair value calculation change, the fair value of our acquired intangible assets could change; this would also change the value of our goodwill.

### Accounting for Goodwill and Other Intangible Assets

We account for our goodwill and other indefinite-lived intangible assets as required by FASB Accounting Standards Codification ("ASC") Topic 350, Intangibles—Goodwill and Other ("ASC 350"). Under ASC 350, we do not amortize goodwill, including the goodwill included in the carrying value of investments accounted for using the equity method of accounting, and certain other intangible assets deemed to have an indefinite useful life. ASC 350 requires that goodwill and certain intangible assets be assessed for impairment using fair value measurement techniques on an annual basis and when events occur that may suggest that the fair value of such assets cannot support the carrying value. ASC 350 gives an entity the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the step one of the two-step process. The first step of the goodwill impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its net book value (or carrying amount), including goodwill.

In performing the first step, management determines the fair value of its reporting units using a discounted cash flow ("DCF") analysis. Determining fair value requires significant judgment concerning the assumptions used in the valuation model, including discount rates, the amount and timing of expected future cash flows and, growth rates. The cash flows employed in the DCF analysis are based on management's most recent budgets and business plans and when applicable, various growth rates have been assumed for years beyond the current business plan periods. Any forecast contains a degree of uncertainty and modifications to these cash flows could significantly increase or decrease the fair value of a reporting unit. For example, if revenue from sales of physical products continues to decline and the revenue from sales of digital products does not continue to grow as expected and we are unable to adjust costs accordingly, it could have a negative impact on future impairment tests.

If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds

its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit.

As of September 30, 2017, we had recorded goodwill in the amount of \$1.685 billion, including \$1.221 billion and \$464 million for Recorded Music and Music Publishing, respectively, primarily related to the Merger and PLG Acquisition. We test our goodwill and other indefinite-lived intangible assets for impairment on an annual basis in the fourth quarter of each fiscal year as of July 1. The performance of our fiscal 2017 impairment analysis did not result in an impairment of the Company's goodwill and other indefinite-lived intangible assets. The discount rates utilized in the fiscal 2017 analysis ranged from 7% to 12% while the terminal growth rates used in the DCF analysis ranged from 1% to 2%. The fair values of all our reporting units were in excess of their carrying value as of our annual impairment test.

The impairment test for other intangible assets not subject to amortization involves a comparison of the estimated fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. The estimates of fair value of intangible assets not subject to amortization are determined using a DCF analysis. Common among such approaches is the “relief from royalty” methodology, which is used in estimating the fair value of the Company’s trademarks. Discount rate assumptions are based on an assessment of the risk inherent in the projected future cash flows generated by the respective intangible assets. Also subject to judgment are assumptions about royalty rates, which are based on the estimated rates at which similar trademarks are being licensed in the marketplace.

See Note 5 to the Consolidated Financial Statements for a further discussion of our goodwill and intangible assets.

## Revenue and Cost Recognition

### Sales Returns and Uncollectible Accounts

In accordance with practice in the recorded music industry and as customary in many territories, certain products (such as CDs and DVDs) are sold to customers with the right to return unsold items. Under FASB ASC Topic 605, Revenue Recognition, revenues from such sales are recognized when the products are shipped based on gross sales less a provision for future estimated returns.

In determining the estimate of physical product sales that will be returned, management analyzes vendor sales of product historical returns trend, current economic conditions, changes in customer demand and commercial acceptance of our products. Based on this information, management reserves a percentage of each dollar of physical product sales that provide the customer with the right of return.

Similarly, management evaluates accounts receivables to determine if they will ultimately be collected. In performing this evaluation, significant judgments and estimates are involved, including an analysis of specific risks on a customer-by-customer basis for larger accounts and customers, and a receivables aging analysis that determines the percent that has historically been uncollected by aged category. Based on this information, management provides a reserve for the estimated amounts believed to be uncollectible.

Based on management’s analysis of sales returns and uncollectible accounts, reserves totaling \$50 million and \$52 million were established at September 30, 2017 and September 30, 2016, respectively. The ratio of our receivable allowances to gross accounts receivables was 11% at September 30, 2017 and 14% at September 30, 2016.

### Gross Versus Net Revenue Classification

In the normal course of business, we act as an intermediary or agent with respect to certain payments received from third parties. For example, we distribute music product on behalf of third-party record labels.

The accounting issue encountered in these arrangements is whether we should report revenue based on the “gross” amount billed to the customer or on the “net” amount received from the customer after participation and other royalties paid to third parties. To the extent revenues are recorded gross (in the full amount billed), any participations and royalties paid to third parties are recorded as expenses so that the net amount (gross revenues, less expenses) flows through operating income. Accordingly, the impact on operating income is the same, whether we record the revenue on a gross basis or net basis (less related participations and royalties).

Determining whether revenue should be reported gross or net is based on an assessment of whether we are acting as the “principal” in a transaction or acting as an “agent” in the transaction. To the extent we are acting as a principal in a

transaction, we report as revenue the payments received on a gross basis. To the extent we are acting as an agent in a transaction, we report as revenue the payments received less participations and royalties paid to third parties, i.e., on a net basis. The determination of whether we are serving as principal or agent in a transaction is judgmental in nature and based on an evaluation of the terms of an arrangement.

In determining whether we serve as principal or agent in these arrangements, we follow the guidance in FASB ASC Subtopic 605-45, Principal Agent Considerations (“ASC 605-45”). Pursuant to such guidance, we serve as the principal in transactions where we have the substantial risks and rewards of ownership. The indicators that we have substantial risks and rewards of ownership are as follows:

- we are the supplier of the products or services to the customer;
- we have latitude in establishing prices;
- we have the contractual relationship with the ultimate customer;
- we modify and service the product purchased to meet the ultimate customer specifications;

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- we have discretion in supplier selection; and
- we have credit risk.

Conversely, pursuant to ASC 605-45, we serve as agent in arrangements where we do not have substantial risks and rewards of ownership. The indicators that we do not have substantial risks and rewards of ownership are as follows:

- the supplier (not the Company) is responsible for providing the product or service to the customer;
- the supplier (not the Company) has latitude in establishing prices;
- the amount we earn is fixed;
- the supplier (not the Company) has credit risk; and
- the supplier (not the Company) has general inventory risk for a product before it is sold.

Based on the above criteria and for the more significant transactions that we have evaluated, we record the distribution of product on behalf of third-party record labels on a gross basis, subject to the terms of the contract. Recorded music compilations distributed by other record companies where we have a right to participate in the profits are recorded on a net basis.

#### Accounting for Royalty Advances

We regularly commit to and pay royalty advances to our recording artists and songwriters in respect of future sales. We account for these advances under the related guidance in FASB ASC Topic 928, Entertainment—Music (“ASC 928”). Under ASC 928, we capitalize as assets certain advances that we believe are recoverable from future royalties to be earned by the recording artist or songwriter. Advances vary in both amount and expected life based on the underlying recording artist or songwriter. Advances to recording artists or songwriters with a history of successful commercial acceptability will typically be larger than advances to a newer or unproven recording artist or songwriter. In addition, in most cases these advances represent a multi-album release or multi-song obligation and the number of albums releases and songs will vary by recording artist or songwriter.

Management’s decision to capitalize an advance to a recording artist or songwriter as an asset requires significant judgment as to the recoverability of the advance. The recoverability is assessed upon initial commitment of the advance based upon management’s forecast of anticipated revenue from the sale of future and existing albums or songs. In determining whether the advance is recoverable, management evaluates the current and past popularity of the recording artist or songwriter, the sales history of the recording artist or songwriter, the initial or expected commercial acceptability of the product, the current and past popularity of the genre of music that the product is designed to appeal to, and other relevant factors. Based upon this information, management expenses the portion of any advance that it believes is not recoverable. In most cases, advances to recording artists or songwriters without a history of success and evidence of current or past popularity will be expensed immediately. Advances are individually assessed for recoverability continuously and at minimum on a quarterly basis. As part of the ongoing assessment of recoverability, we monitor the projection of future sales based on the current environment, the recording artist’s or songwriter’s ability to meet their contractual obligations as well as our intent to support future album releases or songs from the recording artist or songwriter. To the extent that a portion of an outstanding advance is no longer deemed recoverable, that amount will be expensed in the period the determination is made.

We had \$313 million and \$324 million of advances in our balance sheet at September 30, 2017 and September 30, 2016, respectively. We believe such advances are recoverable through future royalties to be earned by the applicable recording artists and songwriters.

#### Accounting for Income Taxes

As part of the process of preparing the Consolidated Financial Statements, we are required to estimate income taxes payable in each of the jurisdictions in which we operate. This process involves estimating the actual current tax

expense together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheets. FASB ASC Topic 740, Income Taxes (“ASC 740”), requires a valuation allowance be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. In circumstances where there is sufficient negative evidence, establishment of a valuation allowance must be considered. We believe that cumulative losses in the most recent three-year period generally represent sufficient negative evidence to consider a valuation allowance under the provisions of ASC 740. As a result, we determined that certain of our deferred tax assets required the establishment of a valuation allowance.

The realization of the remaining deferred tax assets is primarily dependent on forecasted future taxable income. Any reduction in estimated forecasted future taxable income may require that we record additional valuation allowances against our deferred tax assets on which a valuation allowance has not previously been established. The valuation allowance that has been established will be maintained until there is sufficient positive evidence to conclude that it is more likely than not that such assets will be realized. An ongoing pattern of profitability will generally be considered as sufficient positive evidence. Our income tax expense recorded in the future may be reduced to the extent of offsetting decreases in our valuation allowance. The establishment and reversal of valuation allowances could have a significant negative or positive impact on our future earnings.

From time to time, the Company engages in transactions in which the tax consequences may be subject to uncertainty. Significant judgment is required in assessing and estimating the tax consequences of these transactions. The Company prepares and files tax returns based on its interpretation of tax laws and regulations. In the normal course of business, the Company's tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities. In determining the Company's tax provision for financial reporting purposes, the Company establishes a reserve for uncertain tax positions unless such positions are determined to be more likely than not of being sustained upon examination based on their technical merits. There is considerable judgment involved in determining whether positions taken on the Company's tax returns are more likely than not of being sustained.

#### Accounting for Share-based Compensation

Share-based compensation represents compensation payment for which the amounts are based on the fair market value of the Company's shares. The Company's Senior Management Free Cash Flow Plan is classified as a liability rather than equity under ASC 718. Liability classified share-based compensation costs are measured at fair value each reporting date until settlement. Because it is not practical for the Company to estimate the volatility of its share price needed to use the fair value approach since our stock is not currently publically traded, the Company has made a policy election that whenever share-based payment awards are required to be measured as a liability, the Company will use the intrinsic value method to measure the costs. Under the intrinsic value method, the Company obtains a valuation of our presumed stock price quarterly and re-measures the related awards using this new price, recognizing compensation costs for the difference between the existing price and new price.

Determining fair value requires significant judgment concerning the assumptions used in the valuation model, including discount rates, the amount and timing of expected future cash flows and growth rates. The cash flows employed in the DCF analysis are based on management's most recent budgets and business plans and when applicable, various growth rates have been assumed for years beyond the current business plan periods. Any forecast contains a degree of uncertainty and modifications to these cash flows could significantly increase or decrease the fair value of the presumed share price. For example, if revenue from sales of physical products continues to decline and the revenue from sales of digital products does not continue to grow as expected and we are unable to adjust costs accordingly, it could have a negative impact on future pricing. In determining which discount rate to utilize, management determines the appropriate weighted average cost of capital ("WACC") for the Company. Management considers many factors in selecting a WACC, including the market view of risk, the appropriate capital structure and the appropriate borrowing rates for the Company. The selection of a WACC is subjective and modification to this rate could significantly increase or decrease the fair value of our presumed share price.

#### New Accounting Principles

In addition to the critical accounting policies discussed above, we adopted several new accounting policies during the past three years. None of these new accounting principles had a material effect on our audited financial statements. See Note 2 to our audited Consolidated Financial Statements included elsewhere herein for a complete summary of all

our significant accounting policies.

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## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As discussed in Note 12 to our audited Consolidated Financial Statements, the Company is exposed to market risk arising from changes in market rates and prices, including movements in foreign currency exchange rates and interest rates. As of September 30, 2017, other than as described below, there have been no material changes to the Company's exposure to market risk since September 30, 2016.

### Foreign Currency Risk

Within our global business operations we have transactional exposures that may be adversely affected by changes in foreign currency exchange rates relative to the U.S. dollar. We may at times choose to use foreign exchange currency derivatives, primarily forward contracts, to manage the risk associated with the volatility of future cash flows denominated in foreign currencies, such as unremitted or future royalties and license fees owed to our U.S. domestic companies for the sale, or anticipated sale, of U.S.- copyrighted products sold abroad that may be adversely affected by changes in foreign currency exchange rates. We focus on managing the level of exposure to the risk of foreign currency exchange rate fluctuations on major currencies, which can include the British Pound, Euro, Japanese Yen, Canadian Dollar, Swedish Krona, and Australian Dollar, and in many cases we have natural hedges where we have expenses associated with local operations in the local currency that offset the revenue in local currency and our Euro-denominated debt, which can offset declines in the Euro. As of September 30, 2017, the Company had no outstanding hedge contracts.

The fair value of foreign exchange contracts is subject to changes in foreign currency exchange rates. For the purpose of assessing the specific risks, we use a sensitivity analysis to determine the effects that market risk exposures may have on the fair value of our financial instruments. For foreign exchange forward contracts outstanding at fiscal year end, we typically perform a sensitivity analysis assuming a hypothetical 10% depreciation of the U.S. dollar against foreign currencies from prevailing foreign currency exchange rates and assuming no change in interest rates. As we have no hedge contracts outstanding as of September 30, 2017, the fair value of the foreign exchange forward contracts would have no impact. Hypothetically, even if there was a decrease in the fair value of the forward contracts, because our foreign exchange contracts are entered into for hedging purposes, these losses would be largely offset by gains on the underlying transactions.

### Interest Rate Risk

We had \$2.846 billion of principal debt outstanding at September 30, 2017, of which \$1.006 billion was variable-rate debt and \$1.840 billion was fixed-rate debt. As such, we are exposed to changes in interest rates. At September 30, 2017, 65% of the Company's debt was at a fixed-rate. In addition, at September 30, 2017, we have the option under all of our floating rate debt under our Senior Term Loan Facility to select a one, two, three or six month LIBOR rate.

Based on the level of interest rates prevailing at September 30, 2017, the fair value of the fixed-rate and variable-rate debt was approximately \$2.936 billion. Further, based on the amount of its fixed-rate debt, a 25 basis point increase or decrease in the level of interest rates would decrease the fair value of the fixed-rate debt by approximately \$5 million or increase the fair value of the fixed-rate debt by approximately \$13 million. This potential increase or decrease is based on the simplified assumption that the level of fixed-rate debt remains constant with an immediate across the board increase or decrease in the level of interest rates with no subsequent changes in rates for the remainder of the period.



ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA  
 WARNER MUSIC GROUP CORP.

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the U.S. Securities Exchange Act of 1934, as amended. Management designed our internal control systems in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Our internal control systems include the controls themselves, monitoring and internal auditing practices and actions taken to correct deficiencies as identified and are augmented by written policies, an organizational structure providing for division of responsibilities, careful selection and training of qualified financial personnel and a program of internal audits.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on its evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2017.

Report of Independent Registered Public Accounting Firm

The Board of Directors of Warner Music Group Corp.:

We have audited the accompanying consolidated balance sheets of Warner Music Group Corp. and subsidiaries (the Company) as of September 30, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), cash flows, and equity for each of the years in the three year period ended September 30, 2017. In connection with our audits of the consolidated financial statements, we have also audited the related supplementary information and financial statement schedule II as listed in the accompanying index to Item 8. These consolidated financial statements, supplementary information and financial statement schedule II are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements, supplementary information and financial statement schedule II based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Warner Music Group Corp. and subsidiaries as of September 30, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the three year period ended September 30, 2017, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related supplementary information and financial statement schedule II, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP

New York, New York  
December 5, 2017

Warner Music Group Corp.

Consolidated Balance Sheets

	September 30, 2017	September 30, 2016
	(in millions)	
<b>Assets</b>		
Current assets:		
Cash and equivalents	\$647	\$ 359
Accounts receivable, net of allowances of \$50 million and \$52 million	404	329
Inventories	39	41
Royalty advances expected to be recouped within one year	141	128
Prepaid and other current assets	44	51
Total current assets	1,275	908
Royalty advances expected to be recouped after one year	172	196
Property, plant and equipment, net	213	203
Goodwill	1,685	1,627
Intangible assets subject to amortization, net	2,090	2,201
Intangible assets not subject to amortization	117	116
Deferred tax assets, net	97	2
Other assets	69	82
Total assets	\$5,718	\$ 5,335
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable	\$208	\$ 204
Accrued royalties	1,263	1,104
Accrued liabilities	365	297
Accrued interest	41	38
Deferred revenue	197	178
Other current liabilities	26	21
Total current liabilities	2,100	1,842
Long-term debt	2,811	2,778
Deferred tax liabilities, net	190	269
Other noncurrent liabilities	309	236
Total liabilities	\$5,410	\$ 5,125
Equity:		
Common stock (\$0.001 par value; 10,000 shares authorized; 1,055 shares issued and outstanding)	\$—	\$ —
Additional paid-in capital	1,128	1,128
Accumulated deficit	(654 )	(715 )
Accumulated other comprehensive loss, net	(181 )	(218 )
Total Warner Music Group Corp. equity	293	195
Noncontrolling interest	15	15
Total equity	308	210

Total liabilities and equity

\$5,718 \$ 5,335

See accompanying notes

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Warner Music Group Corp.

## Consolidated Statements of Operations

	Fiscal Year Ended		Fiscal Year Ended
	September 30,	September 30,	September 30,
	2017	2016	2015
	(in millions)		
Revenues	\$3,576	\$ 3,246	\$ 2,966
Costs and expenses:			
Cost of revenue	(1,931)	(1,707)	(1,511)
Selling, general and administrative expenses (a)	(1,222)	(1,082)	(1,073)
Amortization expense	(201)	(243)	(255)
Total costs and expenses	(3,354)	(3,032)	(2,839)
Operating income	222	214	127
Loss on extinguishment of debt	(35)	(18)	—
Interest expense, net	(149)	(173)	(181)
Other (expense) income	(40)	18	(21)
(Loss) income before income taxes	(2)	41	(75)
Income tax benefit (expense)	151	(11)	(13)
Net income (loss)	149	30	(88)
Less: Income attributable to noncontrolling interest	(6)	(5)	(3)
Net income (loss) attributable to Warner Music Group Corp.	\$143	\$ 25	\$ (91)
(a) Includes depreciation expense of:	\$(50)	\$( 50)	\$( 54)

See accompanying notes



Warner Music Group Corp.

## Consolidated Statements of Comprehensive Income (Loss)

	Fiscal Year Ended		Fiscal Year Ended
	September 30,	September 30,	September 30,
	2017	2016	2015
	(in millions)		
Net income (loss)	\$ 149	\$ 30	\$ (88 )
Other comprehensive income (loss), net of tax			
Foreign currency adjustment	30	(44 )	(59 )
Minimum pension liability	7	(7 )	—
Other comprehensive income (loss), net of tax	37	(51 )	(59 )
Total comprehensive income (loss)	186	(21 )	(147 )
Less: Income attributable to noncontrolling interest	(6 )	(5 )	(3 )
Comprehensive income (loss) attributable to Warner Music Group Corp.	\$ 180	\$ (26 )	\$ (150 )

See accompanying notes

Warner Music Group Corp.

## Consolidated Statements of Cash Flows

	Fiscal Year Ended		Fiscal Year Ended
	September 30, 2017	September 30, 2016	September 30, 2015
	(in millions)		
<b>Cash flows from operating activities</b>			
Net income (loss)	\$ 149	\$ 30	\$ (88 )
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	251	293	309
Unrealized gains/losses and remeasurement of foreign denominated loans	24	—	28
Deferred income taxes	(192)	(26 )	(11 )
Loss on extinguishment of debt	35	18	—
Net loss (gain) on divestitures and investments	17	(9 )	—
Gain on sale of real estate	—	(24 )	—
Non-cash interest expense	8	11	11
Equity-based compensation expense	70	23	3
Changes in operating assets and liabilities:			
Accounts receivable	(60 )	17	6
Inventories	1	—	(6 )
Royalty advances	17	(13 )	(46 )
Accounts payable and accrued liabilities	48	23	(17 )
Royalty payables	136	49	27
Accrued interest	3	(20 )	(2 )
Deferred revenue	22	(35 )	12
Other balance sheet changes	6	5	(4 )
Net cash provided by operating activities	535	342	222
<b>Cash flows from investing activities</b>			
Acquisition of music publishing rights, net	(16 )	(25 )	(16 )
Capital expenditures	(44 )	(42 )	(63 )
Investments and acquisitions of businesses, net	(139)	(28 )	(16 )
Divestitures, net	73	45	—
Proceeds from the sale of real estate	—	42	—
Net cash used in investing activities	(126)	(8 )	(95 )
<b>Cash flows from financing activities</b>			
Proceeds from the Revolving Credit Facility	—	—	258
Repayment of the Revolving Credit Facility	—	—	(258 )
Proceeds from issuance of Acquisition Corp. 4.125% Senior Secured Notes	380	—	—
	250	—	—

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Proceeds from issuance of Acquisition Corp. 4.875% Senior Secured Notes			
Proceeds from issuance of Acquisition Corp. Senior Term Loan Facility	22	—	—
Proceeds from issuance of Acquisition Corp. 5.00% Senior Secured Notes			
	—	300	—
Repayment of Acquisition Corp. Senior Term Loan Facility	—	(309 )	(13 )
Repayment of Acquisition Corp. 6.00% Senior Secured Notes	(450)	—	—
Repayment of Acquisition Corp. 6.25% Senior Secured Notes	(173)	—	—
Repayment of Acquisition Corp. 5.625% Senior Secured Notes	(28 )	—	—
Repayment of Holdings 13.75% Senior Notes	—	(150 )	—
Repayment of Acquisition Corp. 6.75% Senior Notes	—	(24 )	—
Call premiums paid on early redemption of debt	(27 )	(10 )	—
Deferred financing costs paid	(13 )	(4 )	—
Distribution to noncontrolling interest holder	(5 )	(5 )	(3 )
Dividends paid	(84 )	—	—
Repayment of capital lease obligations	—	(14 )	(3 )
Net cash used in financing activities	(128)	(216 )	(19 )
Effect of exchange rate changes on cash and equivalents	7	(5 )	(19 )
Net increase in cash and equivalents	288	113	89
Cash and equivalents at beginning of period	359	246	157
Cash and equivalents at end of period	\$647	\$ 359	\$ 246

See accompanying notes

Warner Music Group Corp.

## Consolidated Statements of Equity

	Common Shares	Additional Paid-in Value Capital	Accumulated Deficit	Other Comprehensive Loss	Accumulated Total Warner Music Group Corp. Equity	Noncontrolling Interest	Total Equity
	(in millions, except share amounts)						
Balance at September 30, 2014	1,055	\$ — \$ 1,128	\$ (649 )	\$ (108 )	\$ 371	\$ 19	\$ 390
Net (loss) income	—	— —	(91 )	—	(91 )	3	(88 )
Other comprehensive income (loss), net of tax	—	— —	—	(59 )	(59 )	—	(59 )
Distribution to  noncontrolling interest  holders	—	— —	—	—	—	(4 )	(4 )
Balance at September 30, 2015	1,055	\$ — \$ 1,128	\$ (740 )	\$ (167 )	\$ 221	\$ 18	\$ 239
Net income (loss)	—	— —	25	—	25	5	30
Other comprehensive income (loss), net of tax	—	— —	—	(51 )	(51 )	—	(51 )
Disposal of noncontrolling  interest related to  divestiture	—	— —	—	—	—	(3 )	(3 )
Distribution to  noncontrolling interest  holders	—	— —	—	—	—	(5 )	(5 )
Balance at September 30, 2016	1,055	\$ — \$ 1,128	\$ (715 )	\$ (218 )	\$ 195	\$ 15	\$ 210
Net income (loss)	—	— —	143	—	143	6	149
Dividends	—	— —	(84 )	—	(84 )	—	(84 )
Other comprehensive income (loss), net of tax	—	— —	—	37	37	—	37
Disposal of noncontrolling  interest related to  divestiture	—	— —	—	—	—	(3 )	(3 )
Distribution to  noncontrolling interest	—	— —	—	—	—	(5 )	(5 )

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holders									
Other	—	—	—	2	—	2	2	4	
Balance at September 30, 2017	1,055	\$ —	\$ 1,128	\$ (654 )	\$ (181 )	\$ 293	\$ 15	\$ 308	

See accompanying notes

Warner Music Group Corp.

Notes to Consolidated Audited Financial Statements

## 1. Description of Business

Warner Music Group Corp. (the “Company”) was formed on November 21, 2003. The Company is the direct parent of WMG Holdings Corp. (“Holdings”), which is the direct parent of WMG Acquisition Corp. (“Acquisition Corp.”). Acquisition Corp. is one of the world’s major music-based content companies.

### Acquisition of Warner Music Group by Access Industries

Pursuant to an Agreement and Plan of Merger, dated as of May 6, 2011 (the “Merger Agreement”), by and among the Company, AI Entertainment Holdings LLC (formerly Airplanes Music LLC), a Delaware limited liability company (“Parent”) and an affiliate of Access Industries, Inc. (“Access”), and Airplanes Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”), on July 20, 2011 (the “Merger Closing Date”), Merger Sub merged with and into the Company with the Company surviving as a wholly owned subsidiary of Parent (the “Merger”). In connection with the Merger, the Company delisted its common stock from the NYSE. The Company continues voluntarily to file with the SEC current and periodic reports that would be required to be filed with the SEC pursuant to Section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as provided for in certain covenants contained in the instruments covering its outstanding indebtedness.

### Recorded Music Operations

The Company’s Recorded Music business primarily consists of the discovery and development of artists and the related marketing, distribution and licensing of recorded music produced by such artists. The Company plays an integral role in virtually all aspects of the recorded music value chain from discovering and developing talent to producing music and promoting artists and their products.

In the United States, Recorded Music operations are conducted principally through the Company’s major record labels—Warner Bros. Records and Atlantic Records. The Company’s Recorded Music operations also include Rhino, a division that specializes in marketing the Company’s music catalog through compilations and reissues of previously released music and video titles. The Company also conducts its Recorded Music operations through a collection of additional record labels, including, Asylum, Big Beat, Canvasback, East West, Elektra, Erato, FFRR, Fueled by Ramen, Nonesuch, Parlophone, Reprise, Roadrunner, Sire, Spinnin’, Warner Classics and Warner Music Nashville.

Outside the United States, Recorded Music activities are conducted in more than 50 countries through various subsidiaries, affiliates and non-affiliated licensees. Internationally, the Company engages in the same activities as in the United States: discovering and signing artists and distributing, marketing and selling their recorded music. In most cases, the Company also markets and distributes the music of those artists for whom the Company’s domestic record labels have international rights. In certain smaller markets, the Company licenses the right to distribute the Company’s records to non-affiliated third-party record labels. The Company’s international artist services operations include a network of concert promoters through which it provides resources to coordinate tours for the Company’s artists and other artists as well as management companies that guide artists with respect to their careers.

The Company’s Recorded Music distribution operations include Warner-Elektra-Atlantic Corporation (“WEA Corp.”), which markets and sells music and video products to retailers and wholesale distributors; Alternative Distribution

Alliance (“ADA”), which distributes the products of independent labels to retail and wholesale distributors; and various distribution centers and ventures operated internationally.

In addition to the Company’s Recorded Music products being sold in physical retail outlets, Recorded Music products are also sold in physical form to online physical retailers such as Amazon.com and bestbuy.com and in digital form to an expanded universe of digital partners, including digital streaming services such as Amazon, Apple Music, Deezer, Napster, Soundcloud, Spotify and YouTube, digital radio services such as iHeart Radio, Pandora and Sirius XM and digital download services such as Apple’s iTunes and Google Play.

The Company has integrated the exploitation of digital content into all aspects of its business, including artist and repertoire (“A&R”), marketing, promotion and distribution. The Company’s business development executives work closely with A&R departments to ensure that while music is being produced, digital assets are also created with all distribution channels in mind, including streaming services, social networking sites, online portals and music-centered destinations. The Company also works side by side with its online and mobile partners to test new concepts. The Company believes existing and new digital businesses will be a significant source of growth and will provide new opportunities to successfully monetize its assets and create new revenue streams. The proportion of digital revenues attributed to each distribution channel varies by region and proportions may change as the roll out of new technologies continues. As an owner of music content, the Company believes it is well positioned to take advantage of growth in digital distribution and emerging technologies to maximize the value of its assets.

The Company has diversified its revenues beyond its traditional businesses by entering into expanded-rights deals with recording artists in order to partner with artists in other aspects of their careers. Under these agreements, the Company provides services to and participates in artists’ activities outside the traditional recorded music business such as touring, merchandising and sponsorships. The Company has built artist services capabilities and platforms for exploiting this broader set of music-related rights and participating more widely in the monetization of the artist brands it helps create. The Company believes that entering into expanded-rights deals and enhancing its artist services capabilities in areas such as concert promotion and management have permitted it to diversify revenue streams and capitalize on other revenue opportunities. This provides for improved long-term relationships with artists and allows the Company to more effectively connect artists and fans.

#### Music Publishing Operations

While recorded music is focused on exploiting a particular recording of a composition, music publishing is an intellectual property business focused on the exploitation of the composition itself. In return for promoting, placing, marketing and administering the creative output of a songwriter, or engaging in those activities for other rightsholders, the Company’s Music Publishing business garners a share of the revenues generated from use of the composition.

The Company’s Music Publishing operations are conducted principally through Warner/Chappell, its global Music Publishing company, headquartered in Los Angeles with operations in over 50 countries through various subsidiaries, affiliates and non-affiliated licensees. The Company owns or controls rights to more than one million musical compositions, including numerous pop hits, American standards, folk songs and motion picture and theatrical compositions. Assembled over decades, its award-winning catalog includes over 70,000 songwriters and composers and a diverse range of genres including pop, rock, jazz, classical, country, R&B, hip-hop, rap, reggae, Latin, folk, blues, symphonic, soul, Broadway, techno, alternative and gospel. Warner/Chappell also administers the music and soundtracks of several third-party television and film producers and studios. The Company has an extensive production music library collectively branded as Warner/Chappell Production Music.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.



The Company maintains a 52-53 week fiscal year ending on the last Friday in each reporting period. The fiscal year ended September 30, 2017 ended on September 29, 2017, the fiscal year ended September 30, 2016 ended on September 30, 2016, and the fiscal year ended September 30, 2015 ended on September 25, 2015. For convenience purposes, the Company continues to date its financial statements as of September 30.

#### Basis of Consolidation

The accompanying financial statements present the consolidated accounts of all entities in which the Company has a controlling voting interest and/or variable interest required to be consolidated in accordance with U.S. GAAP. All intercompany balances and transactions have been eliminated.

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Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 810, Consolidation (“ASC 810”) requires the Company first evaluate its investments to determine if any investments qualify as a variable interest entity (“VIE”). A VIE is consolidated if the Company is deemed to be the primary beneficiary of the VIE, which is the party involved with the VIE that has both (i) the power to control the most significant activities of the VIE and (ii) either the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. If an entity is not deemed to be a VIE, the Company consolidates the entity if the Company has a controlling voting interest.

#### Reclassifications

Certain reclassifications have been made to the prior fiscal years’ consolidated financial statements to conform to the current fiscal-year presentation.

#### Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. Actual results could differ from those estimates.

#### Business Combinations

The Company accounts for its business acquisitions under the FASB ASC Topic 805, Business Combinations (“ASC 805”) guidance for business combinations. The total cost of acquisitions is allocated to the underlying identifiable net assets based on their respective estimated fair values. The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of assets acquired and liabilities assumed requires management’s judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, asset lives and market multiples, among other items.

#### Cash and Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. The Company includes checks outstanding at year end as a component of accounts payable, instead of a reduction in its cash balance where there is not a right of offset in the related bank accounts.

#### Accounts Receivable

Credit is extended to customers based upon an evaluation of the customer’s financial condition. Accounts receivable are recorded at net realizable value.

#### Sales Returns and Allowance for Doubtful Accounts

Management’s estimate of physical recorded music products that will be returned, and the amount of receivables that will ultimately be collected is an area of judgment affecting reported revenues and operating income. In determining the estimate of physical product sales that will be returned, management analyzes vendor sales of product, historical return trends, current economic conditions, changes in customer demand and commercial acceptance of our products. Based on this information, management reserves a percentage of each dollar of physical product sales that provide the customer with the right of return. The provision for such sales returns is reflected as a reduction in the revenues from the related sale.

Similarly, the Company monitors customer credit risk related to accounts receivable. Significant judgments and estimates are involved in evaluating if such amounts will ultimately be fully collected. On an ongoing basis, the Company tracks customer exposure based on news reports, ratings agency information, reviews of customer financial data and direct dialogue with customers. Counterparties that are determined to be of a higher risk are evaluated to assess whether the payment terms previously granted to them should be modified. The Company also monitors payment levels from customers, and a provision for estimated uncollectible amounts is maintained based on such payment levels, historical experience, management's views on trends in the overall receivable agings and, for larger accounts, analyses of specific risks on a customer specific basis.

### Concentration of Credit Risk

Customer credit risk represents the potential for financial loss if a customer is unwilling or unable to meet its agreed upon contractual payment obligations. As of September 30, 2017 and September 30, 2016, Spotify represented 15% and 10%, respectively, of the Company's accounts receivable balance. No other single customer accounted for more than 10% of accounts receivable in either period. The Company, by policy, routinely assesses the financial strength of its customers. As such, the Company does not believe there is any significant collection risk.

In the Music Publishing business, the Company collects a significant portion of its royalties from copyright collection societies around the world. Collection societies and associations generally are not-for-profit organizations that represent composers, songwriters and music publishers. These organizations seek to protect the rights of their members by licensing, collecting license fees and distributing royalties for the use of the members' works. Accordingly, the Company does not believe there is any significant collection risk from such societies.

### Inventories

Inventories consist of DVDs, CDs, Vinyl and related music products. Inventories are stated at the lower of cost or estimated realizable value. Cost is determined using first-in, first-out ("FIFO") and average cost methods, which approximate cost under the FIFO method. Returned goods included in inventory are valued at estimated realizable value, but not in excess of cost.

### Derivative and Financial Instruments

The Company accounts for these investments as required by the FASB ASC Topic 815, Derivatives and Hedging ("ASC 815"), which requires that all derivative instruments be recognized on the balance sheet at fair value. ASC 815 also provides that, for derivative instruments that qualify for hedge accounting, changes in the fair value are either (a) offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or (b) recognized in equity until the hedged item is recognized in earnings, depending on whether the derivative is being used to hedge changes in fair value or cash flows. In addition, the ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

The carrying value of the Company's financial instruments approximates fair value, except for certain differences relating to long-term, fixed-rate debt (see Note 15) and other financial instruments that are not significant. The fair value of financial instruments is generally determined by reference to market values resulting from trading on a national securities exchange or an over-the-counter market. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques.

### Property, Plant and Equipment

Property, plant and equipment existing at the date of the Merger or acquired in conjunction with subsequent business combinations are recorded at fair value. All other additions are recorded at historical cost. Depreciation is calculated using the straight-line method based upon the estimated useful lives of depreciable assets as follows: five to seven years for furniture and fixtures, periods of up to five years for computer equipment and periods of up to five years for machinery and equipment. Buildings are depreciated over periods of up to forty years. Leasehold improvements are depreciated over the life of the lease or estimated useful lives of the improvements, whichever period is shorter.

Accounting for Goodwill and Other Intangible Assets

In accordance with FASB ASC Topic 350, Intangibles-Goodwill and Other (“ASC 350”), the Company accounts for business combinations using the acquisition method of accounting and accordingly, the assets and liabilities of the acquired entities are recorded at their estimated fair values at the acquisition date. Goodwill represents the excess of the purchase price over the fair value of net assets, including the amount assigned to identifiable intangible assets. Pursuant to this guidance, the Company does not amortize the goodwill balance and instead, performs an annual impairment test to assess the fair value of goodwill over its carrying value. Identifiable intangible assets with finite lives are amortized over their useful lives.

Goodwill impairment is determined using a two-step process. The first step involves a comparison of the estimated fair value of the reporting unit to its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, its goodwill is not impaired and the second step of the impairment test is not necessary. If the carrying amount of the reporting unit exceeds its estimated fair value, then the second step of the goodwill impairment test must be performed. The second step of the goodwill impairment test compares the implied fair value of the reporting unit goodwill with its carrying amount to measure the amount of impairment, if any. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment is recognized in an amount equal to that excess. Goodwill is tested annually for impairment during the fourth quarter of each fiscal year as of July 1 or earlier upon the occurrence of certain events or substantive changes in circumstances.

The Company performs an annual impairment test of its indefinite-lived intangible assets as of July 1 of each fiscal year, unless events occur which trigger the need for an earlier impairment test. The impairment test involves a comparison of the estimated fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. The estimates of fair value of intangible assets not subject to amortization are determined using a DCF analysis. Common among such an approach is the “relief from royalty” methodology, which is used in estimating the fair value of the Company’s trademarks. Discount rate assumptions are based on an assessment of the risk inherent in the projected future cash flows generated by the respective intangible assets. Also subject to judgment are assumptions about royalty rates, which are based on the estimated rates at which similar trademarks are being licensed in the marketplace.

The impairment tests require management to make assumptions about future conditions impacting the value of the indefinite-lived intangible assets, including projected growth rates, cost of capital, effective tax rates, tax amortization periods, royalty rates, market share and others.

#### Valuation of Long-Lived Assets

The Company periodically reviews the carrying value of its long-lived assets, including finite lived intangibles, property, plant and equipment and amortizable intangible assets, whenever events or changes in circumstances indicate that the carrying value may not be recoverable or that the lives assigned may no longer be appropriate. To the extent the estimated future cash inflows attributable to the asset, less estimated future cash outflows, are less than the carrying amount, an impairment loss is recognized in an amount equal to the difference between the carrying value of such asset and its fair value. Assets to be disposed of and for which there is a committed plan to dispose of the assets, whether through sale or abandonment, are reported at the lower of carrying value or fair value less costs to sell. If it is determined that events and circumstances warrant a revision to the remaining period of amortization, an asset’s remaining useful life would be changed, and the remaining carrying amount of the asset would be amortized prospectively over that revised remaining useful life.

#### Foreign Currency Translation

The financial position and operating results of substantially all foreign operations are consolidated using the local currency as the functional currency. Local currency assets and liabilities are translated at the rates of exchange on the balance sheet date, and local currency revenues and expenses are translated at average rates of exchange during the period. Resulting translation gains or losses are included in the accompanying consolidated statements of equity as a component of accumulated other comprehensive loss.

#### Revenues

## Recorded Music

As required by FASB ASC Topic 605, Revenue Recognition (“ASC 605”), the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection is probable.

Revenues from the sale of physical Recorded Music products are recognized upon delivery, which occurs once the product has been shipped and title and risk of loss have been transferred. In accordance with industry practice and as is customary in many territories, certain products, such as CDs and DVDs, are sold to customers with the right to return unsold items. Revenues from such sales are generally recognized upon shipment based on gross sales less a provision for future estimated returns. Revenues from the sale of Recorded Music products through digital distribution channels are recognized when the products are sold and related sales accounting reports are delivered by the providers.

## Music Publishing

Music Publishing revenues are earned from the receipt of royalties relating to the licensing of rights in musical compositions, and the sale of published sheet music and songbooks. The receipt of royalties principally relates to amounts earned from the public performance of copyrighted material, the mechanical reproduction of copyrighted material on recorded media including digital formats, and the use of copyrighted material in synchronization with visual images. Consistent with industry practice, music publishing royalties, except for synchronization royalties, generally are recognized as revenue when cash is received. Synchronization revenue is recognized as revenue on an accrual basis when all revenue recognition criteria are met in accordance with ASC 605.

## Gross Versus Net Revenue Classification

In the normal course of business, the Company acts as an intermediary or agent with respect to certain payments received from third parties. For example, the Company distributes music product on behalf of third-party record labels. As required by FASB ASC Subtopic 605-45, Principal Agent Considerations, such transactions are recorded on a “gross” or “net” basis depending on whether the Company is acting as the “principal” in the transaction or acting as an “agent” in the transaction. The Company serves as the principal in transactions in which it has substantial risks and rewards of ownership and, accordingly, revenues are recorded on a gross basis. For those transactions in which the Company does not have substantial risks and rewards of ownership, the Company is considered an agent and, accordingly, revenues are recorded on a net basis.

To the extent revenues are recorded on a gross basis, any participations and royalties paid to third parties are recorded as expenses so that the net amount (gross revenues less expenses) flows through operating income. To the extent revenues are recorded on a net basis, revenues are reported based on the amounts received, less participations and royalties paid to third parties. In both cases, the impact on operating income is the same whether the Company records the revenues on a gross or net basis.

Based on an evaluation of the individual terms of each contract and whether the Company is acting as principal or agent, the Company generally records revenues from the distribution of recorded music product on behalf of third-party record labels on a gross basis. However, revenues are recorded on a net basis for recorded music compilations distributed by other record companies where the Company has a right to participate in the profits.

## Royalty Advances and Royalty Costs

The Company regularly commits to and pays royalty advances to its recording artists and songwriters in respect of future sales. The Company accounts for these advances under the related guidance in FASB ASC Topic 928, Entertainment—Music (“ASC 928”). Under ASC 928, the Company capitalizes as assets certain advances that it believes are recoverable from future royalties to be earned by the recording artist or songwriter. Advances vary in both amount and expected life based on the underlying recording artist or songwriter.

The Company’s decision to capitalize an advance to a recording artist or songwriter as an asset requires significant judgment as to the recoverability of the advance. The recoverability is assessed upon initial commitment of the advance based upon the Company’s forecast of anticipated revenue from the sale of future and existing albums or songs. In determining whether the advance is recoverable, the Company evaluates the current and past popularity of the recording artist or songwriter, the sales history of the recording artist or songwriter, the initial or expected commercial acceptability of the product, the current and past popularity of the genre of music that the product is designed to appeal to, and other relevant factors. Based upon this information, the Company expenses the portion of any advance that it believes is not recoverable. In most cases, advances to recording artists or songwriters without a history of success and evidence of current or past popularity will be expensed immediately. Significant advances are



individually assessed for recoverability continuously and at minimum on a quarterly basis. As part of the ongoing assessment of recoverability, the Company monitors the projection of future sales based on the current environment, the recording artist's or songwriter's ability to meet their contractual obligations as well as the Company's intent to support future album releases or songs from the recording artist or songwriter. To the extent that a portion of an outstanding advance is no longer deemed recoverable, that amount will be expensed in the period the determination is made.

#### Advertising

As required by the FASB ASC Subtopic 720-35, Advertising Costs ("ASC 720-35"), advertising costs, including costs to produce music videos used for promotional purposes, are expensed as incurred. Advertising expense amounted to approximately \$97 million, \$91 million, and \$88 million for the fiscal years ended September 30, 2017, 2016 and 2015, respectively. Deferred advertising costs, which principally relate to advertisements that have been paid for but not been exhibited or services that have not been received, were not material for all periods presented.

## Share-Based Compensation

The Company accounts for share-based payments as required by FASB ASC Topic 718, Compensation-Stock Compensation (“ASC 718”). ASC 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized as compensation expense. Under the fair value recognition provision of ASC 718, equity classified share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period.

Under the recognition provision of ASC 718, liability classified share-based compensation costs are measured each reporting date until settlement. The Company’s policy is to measure share-based compensation costs using the intrinsic value method instead of fair value as it is not practical to estimate the volatility of its share price. During fiscal year 2013, the Company initiated a long term incentive plan that has liability classification for share-based compensation awards. The plan was in place during fiscal years 2014, 2015, 2016 and 2017.

## Income Taxes

Income taxes are provided using the asset and liability method presented by FASB ASC Topic 740, Income Taxes (“ASC 740”). Under this method, income taxes (i.e., deferred tax assets, deferred tax liabilities, taxes currently payable/refunds receivable and tax expense) are recorded based on amounts refundable or payable in the current fiscal year and include the results of any differences between U.S. GAAP and tax reporting. Deferred income taxes reflect the tax effect of net operating loss, capital loss and general business credit carry forwards and the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial statements and income tax purposes, as determined under enacted tax laws and rates. Valuation allowances are established when management determines that it is more likely than not that some portion or the entire deferred tax asset will not be realized. The financial effect of changes in tax laws or rates is accounted for in the period of enactment.

From time to time, the Company engages in transactions in which the tax consequences may be subject to uncertainty. Significant judgment is required in assessing and estimating the tax consequences of these transactions. The Company prepares and files tax returns based on its interpretation of tax laws and regulations. In the normal course of business, the Company’s tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities. In determining the Company’s tax provision for financial reporting purposes, the Company establishes a reserve for uncertain tax positions unless such positions are determined to be more likely than not of being sustained upon examination based on their technical merits. There is considerable judgment involved in determining whether positions taken on the Company’s tax returns are more likely than not of being sustained.

## New Accounting Pronouncements

During the first quarter of fiscal 2017, the Company adopted ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs are presented as a direct deduction to the related debt in the liability section of the balance sheet, rather than presented as an asset. The Company has elected to adopt this standard retrospectively, and thus the Company reclassified prior period balances. The application of ASU 2015-03 to the Company’s September 30, 2016 Consolidated Balance Sheets resulted in a decrease to other assets of \$34 million and a decrease to long-term debt of \$34 million.

In May 2014, the FASB issued guidance codified in ASC 606, Revenue from Contracts with Customers (“ASC 606”), which replaces the guidance in former ASC 605, Revenue Recognition and ASC 928-605, Entertainment – Music. The amendment was the result of a joint effort by the FASB and the International Accounting Standards Board to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and international financial

reporting standards ("IFRS"). The joint project clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and IFRS. ASC 606 is effective for annual periods beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The update may be applied using one of two methods: retrospective application to each prior reporting period presented, or retrospective application with the cumulative effect of initially applying the update recognized at the date of initial application. The Company currently plans to adopt this ASU under the modified retrospective method and is evaluating the impact of the adoption of this standard on its financial statement disclosures.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"). This ASU will require that equity investments are measured at fair value with changes in fair value recognized in net income. The Company may elect to measure equity investments that do not have a readily determinable fair value at cost minus impairment, if any, plus or minus changes resulting from observable price. ASU 2016-01 will be effective for annual periods beginning after December 15, 2017, and interim periods within those years. Earlier adoption is permitted. The adoption of this standard is not expected to have a significant impact on the Company's financial statements, other than disclosure.

In February 2016, the FASB issued ASU 2016-02, Leases (“ASU 2016-02”). This ASU establishes a right-of-use (“ROU”) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of operations. ASU 2016-02 will be effective for annual periods beginning after December 15, 2018, and interim periods within those years. Earlier adoption is permitted. The Company is evaluating the impact of the adoption of this standard on its financial statements and disclosures.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation ("ASU 2016-09"). This ASU provides amended guidance which simplifies the accounting for share-based payment transactions involving multiple aspects of the accounting for share-based transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those years. Early adoption is permitted. The Company is evaluating the impact of the adoption of this standard on its financial statements and disclosures.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"). This ASU provides specific guidance of how certain cash receipts and cash payments should be presented and classified in the statement of cash flows. ASU 2016-15 is effective for annual periods beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted. The adoption of this standard is not expected to have a significant impact on the Company’s financial statements, other than presentation.

In October 2016, the FASB issued ASU 2016-16, Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory ("ASU 2016-16"). This ASU requires the recognition of current and deferred income taxes for intra-entity asset transfers when the transaction occurs. ASU 2016-16 is effective for annual periods beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted using the modified retrospective approach with a cumulative-effect to opening retained earnings in the period of adoption. The Company does not plan to early adopt this standard and the impact upon the required adoption date is not known or reasonably estimable.

### 3. Comprehensive Income (Loss)

Comprehensive income (loss), which is reported in the accompanying consolidated statements of equity, consists of net income (loss) and other gains and losses affecting equity that, under U.S. GAAP, are excluded from net income (loss). For the Company, the components of other comprehensive loss primarily consist of foreign currency translation losses, minimum pension liabilities, and deferred gains and losses on financial instruments designated as hedges under ASC 815, which include foreign exchange contracts. The following summary sets forth the changes in the components of accumulated other comprehensive loss, net of related taxes of \$12 million:

	Foreign Minimum Currency Pension Translation Liability Loss Adjustment (in millions)	Accumulated Other Comprehensive Loss, net
Balance at September 30, 2014	\$ (98 )	\$ (10 )
		\$ (108 )

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Other comprehensive loss (a)	(59 )	—	(59 )
Amounts reclassified from accumulated other comprehensive income	—	—	—
Balance at September 30, 2015	\$(157)	\$ (10 )	\$ (167 )
Other comprehensive loss (a)	(44 )	(6 )	(50 )
Amounts reclassified from accumulated other comprehensive income	—	(1 )	(1 )
Balance at September 30, 2016	\$(201)	\$ (17 )	\$ (218 )
Other comprehensive income (a)	30	8	38
Amounts reclassified from accumulated other comprehensive income	—	(1 )	(1 )
Balance at September 30, 2017	\$(171)	\$ (10 )	\$ (181 )

(a) Includes historical foreign currency translation related to certain intra-entity transactions that are no longer considered of a long-term investment nature of \$(19) million, \$(109) million and \$(51) million during the fiscal year ended September 30, 2017, 2016 and 2015, respectively.

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#### 4. Property, Plant and Equipment

Property, plant and equipment consist of the following:

	September 30, 2017	September 30, 2016
	(in millions)	
Land	\$11	\$ 11
Buildings and improvements	99	90
Furniture and fixtures	10	10
Computer hardware and software	262	232
Construction in progress	30	15
Machinery and equipment	11	11
Gross Property, Plant and Equipment	\$423	\$ 369
Less accumulated depreciation	(210)	(166 )
Net Property, Plant and Equipment	\$213	\$ 203

During the fiscal year ended September 30, 2016 the Company sold buildings resulting in a gain of \$24 million.

#### 5. Goodwill and Intangible Assets

##### Goodwill

The following analysis details the changes in goodwill for each reportable segment:

	Recorded Music	Music Publishing	Total
	(in millions)		
Balance at September 30, 2015	\$1,168	\$ 464	\$1,632
Acquisitions	13	—	13
Dispositions	(12 )	—	(12 )
Other adjustments	(6 )	—	(6 )
Balance at September 30, 2016	\$1,163	\$ 464	\$1,627
Acquisitions	58	—	58
Dispositions	(10 )	—	(10 )

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Other adjustments	10	—	10
Balance at September 30, 2017	\$ 1,221	\$ 464	\$ 1,685

The increase in goodwill during the fiscal year ended September 30, 2017 primarily relates to the Spinnin' Records acquisition in September 2017. The increase in goodwill during the fiscal year ended September 30, 2016 includes goodwill associated with immaterial acquisitions. The decrease in goodwill during the fiscal years ended September 30, 2017 and September 30, 2016 includes goodwill associated with immaterial dispositions. The other adjustments during both the fiscal years ended September 30, 2017 and 2016 primarily represent foreign currency movements.

The Company performs its annual goodwill impairment test in accordance with ASC 350 during the fourth quarter of each fiscal year as of July 1. The Company may conduct an earlier review if events or circumstances occur that would suggest the carrying value of the Company's goodwill may not be recoverable. The performance of the annual fiscal 2017 impairment analysis did not result in an impairment of the Company's goodwill.

## Intangible Assets

Intangible assets consist of the following:

	Weighted Average Useful Life	September 30, 2017	September 30, 2016
(in millions)			
Intangible assets subject to amortization:			
Recorded music catalog	10 years	\$ 898	\$ 923
Music publishing copyrights	27 years	1,534	1,504
Artist and songwriter contracts	13 years	904	883
Trademarks	6 years	14	7
Other intangible assets	7 years	10	5
Total gross intangible asset subject to amortization		3,360	3,322
Accumulated amortization		(1,270)	(1,121)
Total net intangible assets subject to amortization		2,090	2,201
Intangible assets not subject to amortization:			
Trademarks and tradenames	Indefinite	117	116
Total net other intangible assets		\$ 2,207	\$ 2,317

The Company performs its annual indefinite-lived intangible assets impairment test in accordance with ASC 350 during the fourth quarter of each fiscal year as of July 1. The Company may conduct an earlier review if events or circumstances occur that would suggest the carrying value of the Company's indefinite-lived intangible assets may not be recoverable. The performance of the annual fiscal 2017 impairment analysis did not result in an impairment of the Company's indefinite-lived intangible assets.

For the fiscal year ended September 30, 2017, the intangible balances presented include a preliminary purchase accounting allocation resulting from the acquisition of Spinnin' Records in September 2017.

## Amortization

Based on the amount of intangible assets subject to amortization at September 30, 2017, the expected amortization for each of the next five fiscal years and thereafter are as follows:

	Fiscal Years Ended September 30, (in millions)
2018	\$ 209
2019	194
2020	179



2021	179
2022	174
Thereafter	1,155
	\$ 2,090

The life of all acquired intangible assets is evaluated based on the expected future cash flows associated with the asset. The expected amortization expense above reflects estimated useful lives assigned to the Company's identifiable, finite-lived intangible assets primarily established in the accounting for the Merger and the PLG Acquisition.

## 6. Debt

## Debt Capitalization

Long-term debt, including the current portion, consists of the following:

	September 30, 2017	September 30, 2016
	(in millions)	
Revolving Credit Facility—Acquisition Corp. (a)	\$ —	\$ —
Senior Term Loan Facility due 2023—Acquisition Corp. (b)	990	963
6.00% Senior Secured Notes due 2021—Acquisition Corp. (c)	—	444
6.25% Senior Secured Notes due 2021—Acquisition Corp. (d)	—	174
5.625% Senior Secured Notes due 2022—Acquisition Corp. (e)	246	272
5.00% Senior Secured Notes due 2023—Acquisition Corp. (f)	297	296
4.125% Senior Secured Notes due 2024—Acquisition Corp. (g)	402	—
4.875% Senior Secured Notes due 2024—Acquisition Corp. (h)	246	—
6.75% Senior Notes due 2022—Acquisition Corp. (i)	630	629
Total debt (j)	\$2,811	\$ 2,778

- (a) Reflects \$150 million of commitments under the Revolving Credit Facility, less letters of credit outstanding of approximately \$12 million and \$5 million at September 30, 2017 and September 30, 2016, respectively. There were no loans outstanding under the Revolving Credit Facility at September 30, 2017 or September 30, 2016.
- (b) Principal amount of \$1.006 billion and \$978 million less unamortized discount of \$6 million and \$3 million and unamortized deferred financing costs of \$10 million and \$12 million at September 30, 2017 and September 30, 2016, respectively.
- (c) Principal amount of \$450 million less unamortized deferred financing costs of \$6 million at September 30, 2016.
- (d) Face amount of €158 million. Above amounts represent the dollar equivalent of such notes at September 30, 2016. Principal amount of \$177 million less unamortized deferred financing costs of \$3 million at September 30, 2016.
- (e) Principal amount of \$248 million and \$275 million less unamortized deferred financing costs of \$2 million and \$3 million at September 30, 2017 and September 30, 2016, respectively.
- (f) Principal amount of \$300 million at both September 30, 2017 and September 30, 2016 less unamortized deferred financing costs of \$3 million and \$4 million at September 30, 2017 and September 30, 2016, respectively.
- (g) Face amount of €345 million. Above amounts represent the dollar equivalent of such notes at September 30, 2017. Principal amount of \$407 million less unamortized deferred financing costs of \$5 million at September 30, 2017.
- (h) Principal amount of \$250 million less unamortized deferred financing costs of \$4 million at September 30, 2017.
- (i) Principal amount of \$635 million at both September 30, 2017 and September 30, 2016 less unamortized deferred financing costs of \$5 million and \$6 million at September 30, 2017 and September 30, 2016, respectively.
- (j) Principal amount of debt of \$2.846 billion and \$2.815 billion less unamortized discount of \$6 million and \$3 million and unamortized deferred financing costs of \$29 million and \$34 million at September 30, 2017 and September 30, 2016, respectively.

## October 2016 Refinancing Transactions

On October 18, 2016, Acquisition Corp. issued €345 million in aggregate principal amount of its 4.125% Senior Secured Notes due 2024 and \$250 million in aggregate principal amount of its 4.875% Senior Secured Notes due

2024. Acquisition Corp. used the net proceeds to pay the consideration in the tender offers and satisfy and discharge its 2021 Senior Secured Notes as described below.

On October 18, 2016, Acquisition Corp. accepted for purchase in connection with tender offers for its 6.000% Senior Secured Notes due 2021 (the “Existing Dollar Notes”) and 6.250% Senior Secured Notes due 2021 (the “Existing Euro Notes”) and, together with the Existing Dollar Notes, the “2021 Senior Secured Notes”) the 2021 Senior Secured Notes that had been validly tendered and not validly withdrawn on October 17, 2016 (the “Expiration Time”). Acquisition Corp. then issued a notice of redemption on October 18, 2016 with respect to the remaining 2021 Senior Secured Notes not accepted for payment pursuant to the tender offers. Following payment of the 2021 Senior Secured Notes tendered at or prior to the Expiration Time, Acquisition Corp. deposited with the Trustee for the 2021 Senior Secured Notes not accepted for purchase in the tender offers funds sufficient to satisfy all obligations remaining to the date of redemption, which redemption date was January 15, 2017, under the applicable indenture governing the 2021 Senior Secured Notes. The Company recorded a loss on extinguishment of debt of approximately \$31 million, which represented the premium paid on early redemption and unamortized deferred financing costs. These transactions are collectively referred to as the “October 2016 Refinancing Transactions.”

#### November 2016 Senior Term Loan Credit Agreement Amendment

On November 21, 2016, Acquisition Corp. received lender consent to an amendment (the “November 2016 Senior Term Loan Credit Agreement Amendment”) to the Senior Term Loan Credit Agreement governing Acquisition Corp.’s Senior Term Loan Facility, which extended the maturity date of the Senior Term Loan Credit Agreement to November 1, 2023, subject, in certain circumstances, to a springing maturity inside the maturity date of certain of Acquisition Corp.’s other outstanding indebtedness and increased the principal amount outstanding by \$27.5 million to \$1.006 billion and increased the original issue discount by \$5 million to \$8 million. Acquisition Corp. used the proceeds from the November 2016 Senior Term Loan Credit Agreement Amendment to redeem \$27.5 million of the 5.625% Senior Secured Notes due 2022 and to pay fees, costs and expenses related to the transactions.

#### May 2017 Senior Term Loan Credit Agreement Amendment

On May 22, 2017, Acquisition Corp. entered into an amendment (the “May 2017 Senior Term Loan Credit Agreement Amendment”) to the Senior Term Loan Credit Agreement, dated November 1, 2012, among Acquisition Corp., the guarantors party thereto, the lenders party thereto and Credit Suisse AG, as administrative agent, governing Acquisition Corp.’s senior secured term loan facility with Credit Suisse AG, as administrative agent, and the other financial institutions and lenders from time to time party thereto, to, among other things, reduce the pricing terms of its outstanding term loans. The Company recorded a loss on extinguishment of debt of approximately \$3 million, which represented the discount and unamortized deferred financing costs related to the debt of the lenders that was fully repaid.

Prior to the May 2017 Senior Term Loan Credit Agreement Amendment, term loan borrowings under the Senior Term Loan Credit Agreement bore interest at a floating rate measured by reference to, at Acquisition Corp.’s option, either (i) an adjusted London inter-bank offered rate, or “LIBOR,” not less than 1.00% per annum plus a borrowing margin of 2.75% per annum or (ii) an alternate base rate plus a borrowing margin of 1.75% per annum. Pursuant to the May 2017 Senior Term Loan Credit Agreement Amendment, term loan borrowings under the Senior Term Loan Credit Agreement will bear interest at a floating rate measured by reference to, at Acquisition Corp.’s option, either (i) an adjusted LIBOR not less than 0.00% per annum plus a borrowing margin of 2.50% per annum or (ii) an alternative base rate plus a borrowing margin of 1.50% per annum.

#### Debt Redemptions and Prepayments

On November 21, 2016, Acquisition Corp. redeemed \$27.5 million, or 10%, of its outstanding 5.625% Senior Secured Notes due 2022. The Company recorded a loss on extinguishment of debt of approximately \$1 million, which represents the premium paid on early redemption and unamortized deferred financing costs.

On February 16, 2016, Holdings redeemed \$50 million of its \$150 million outstanding 13.75% Senior Notes due 2019. The Company recorded a loss on extinguishment of debt of approximately \$5 million, which represents the premium paid on early redemption and unamortized deferred financing costs.

On July 1, 2016, Holdings redeemed the remaining \$100 million of its outstanding 13.75% Senior Notes due 2019. The Company recorded a loss on extinguishment of debt of approximately \$10 million as a result of this debt redemption, which represents the premium paid on early redemption and unamortized deferred financing costs.

On July 27, 2016, Acquisition Corp. prepaid \$295.5 million of its outstanding Senior Term Loan Facility due 2020. The Company recorded a loss on extinguishment of debt of approximately \$4 million, which represents the unamortized discount and unamortized deferred financing costs.

#### Open Market Purchases

On March 11, 2016, Acquisition Corp. purchased, in the open market, approximately \$25 million of its \$660 million outstanding 6.75% Senior Notes due 2022. The acquired notes were subsequently retired. Following retirement of the acquired notes, approximately \$635 million of the 6.75% Senior Notes due 2022 remain outstanding.

#### Notes Offering

On July 27, 2016, Acquisition Corp. issued \$300 million in aggregate principal amount of its 5.00% Senior Secured Notes due 2023 (the "Notes Offering"). Acquisition Corp. used the net proceeds for the prepayment of \$295.5 million of its outstanding Senior Term Loan Facility due 2020.

## Interest Rates

The loans under the Revolving Credit Facility bear interest at Revolving Borrower's election at a rate equal to (i) the rate for deposits in the borrowing currency in the London interbank market (adjusted for maximum reserves) for the applicable interest period ("Revolving LIBOR"), plus 2.00% per annum, or (ii) the base rate, which is the highest of (x) the corporate base rate established by the administrative agent from time to time, (y) 0.50% in excess of the overnight federal funds rate and (z) the one-month Revolving LIBOR plus 1.0% per annum, plus, in each case, 1.00% per annum. If there is a payment default at any time, then the interest rate applicable to overdue principal will be the rate otherwise applicable to such loan plus 2.0% per annum. Default interest will also be payable on other overdue amounts at a rate of 2.0% per annum above the amount that would apply to an alternative base rate loan.

The loans under the Senior Term Loan Facility bear interest at Acquisition Corp.'s election at a rate equal to (i) the rate for deposits in U.S. dollars in the London interbank market (adjusted for maximum reserves) for the applicable interest period ("Term Loan LIBOR"), plus 2.50% per annum, or (ii) the base rate, which is the highest of (x) the corporate base rate established by the administrative agent as its prime rate in effect at its principal office in New York City from time to time, (y) 0.50% in excess of the overnight federal funds rate and (z) three-month Term Loan LIBOR, plus 1.00% per annum, plus, in each case, 1.50% per annum. If there is a payment default at any time, then the interest rate applicable to overdue principal and interest will be the rate otherwise applicable to such loan plus 2.0% per annum. Default interest will also be payable on other overdue amounts at a rate of 2.0% per annum above the amount that would apply to an alternative base rate loan.

## Maturity of Senior Term Loan Facility

The loans outstanding under the Senior Term Loan Facility mature on November 1, 2023, subject, in certain circumstances, to a springing maturity inside the maturity of certain of Acquisition Corp.'s other indebtedness.

## Maturity of Revolving Credit Facility

The maturity date of the Revolving Credit Facility is April 1, 2021.

## Maturities of Senior Notes and Senior Secured Notes

As of September 30, 2017, there are no scheduled maturities of notes until 2022, when \$883 million is scheduled to mature. Thereafter, \$957 million is scheduled to mature.

## Interest Expense, net

Total interest expense, net, was \$149 million, \$173 million, and \$181 million for the fiscal years ended September 30, 2017, 2016 and 2015, respectively. The weighted-average interest rate of the Company's total debt was 4.9% at September 30, 2017, 5.3% at September 30, 2016 and 5.6% at September 30, 2015.

## 7. Income Taxes

The domestic and foreign pretax (loss) income from continuing operations is as follows:

	Fiscal Year Ended September 30, 2017	Fiscal Year Ended September 30, 2016	Fiscal Year Ended September 30, 2015
	(in millions)		
Domestic	\$(37)	\$ 35	\$ (18 )
Foreign	35	6	(57 )
Total	\$(2 )	\$ 41	\$ (75 )

Current and deferred income taxes (tax benefits) provided are as follows:

	Fiscal Year Ended September 30, 2017	Fiscal Year Ended September 30, 2016	Fiscal Year Ended September 30, 2015
	(in millions)		
<b>Federal:</b>			
Current	\$—	\$ —	\$ —
Deferred	(169)	3	4
<b>Foreign:</b>			
Current (a)	41	39	40
Deferred	(12 )	(30 )	(33 )
<b>U.S. State:</b>			
Current	2	3	3
Deferred	(13 )	(4 )	(1 )
<b>Total</b>	<b>\$(151)</b>	<b>\$ 11</b>	<b>\$ 13</b>

(a) Includes withholding taxes of \$13 million, \$17 million and \$13 million for the fiscal year ended September 30, 2017, for the fiscal year ended September 30, 2016, and for the fiscal year ended September 30, 2015, respectively. The differences between the U.S. federal statutory income tax rate of 35% and income taxes provided are as follows:

	Fiscal Year Ended September 30, 2017	Fiscal Year Ended September 30, 2016	Fiscal Year Ended September 30, 2015
	(in millions)		
Taxes on income at the U.S. federal statutory rate	\$(1 )	\$ 14	\$ (26 )
U.S. state and local taxes	3	(1 )	2
<b>Foreign income taxed at different rates, including</b>			
withholding taxes	11	12	11
Increase in valuation allowance	18	19	34
Release of valuation allowance	(134)	(26 )	(5 )
Change in tax rates	(1 )	(10 )	(2 )
Foreign Currency Losses on Intra-Entity Loans	(59 )	—	—
Non-deductible share based compensation	10	1	—
Other	2	2	(1 )
<b>Total income tax (benefit) expense</b>	<b>\$(151)</b>	<b>\$ 11</b>	<b>\$ 13</b>



During the year ended September 30, 2017, the Company recognized a U.S. tax benefit of \$59 million related to foreign currency losses on intra-entity loans. The foreign currency loss was previously reported in accumulated other comprehensive loss as the intra-entity loans were previously considered long-term investment in nature.

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For the fiscal year ended September 30, 2017 and for the fiscal year ended September 30, 2016, the Company incurred losses in certain foreign territories and has offset the tax benefit associated with these losses with a valuation allowance as the Company has determined that it is more likely than not that these losses will not be utilized. In the U.S., the Company has released \$125 million of the US valuation allowance related to US tax attributes. Significant components of the Company's net deferred tax assets (liabilities) are summarized below:

	September 30, 2017	September 30, 2016
	(in millions)	
Deferred tax assets:		
Allowances and reserves	\$35	\$ 34
Employee benefits and compensation	91	47
Other accruals	68	82
Tax attribute carry forwards	482	475
Other	13	3
Total deferred tax assets	689	641
Valuation allowance	(193)	(310 )
Net deferred tax assets	496	331
Deferred tax liabilities:		
Depreciation, amortization and artist advances	(15 )	(26 )
Intangible assets	(574)	(572 )
Total deferred tax liabilities	(589)	(598 )
Net deferred tax liabilities	\$(93 )	\$( 267 )

In the third quarter ended June 30, 2017 the Company emerged from cumulative U.S. losses in the most recent three-year period. The emergence from cumulative three-year losses, projections of sufficient future taxable income in the U.S., and the reversal of future taxable temporary differences represents significant positive evidence, which outweighed our historical negative evidence. The Company concluded that it is more likely than not that the Company's deferred tax assets, except for a portion of the Company's deferred tax assets relating to foreign tax credit ("FTC") carryforwards and U.S. State net operating loss ("NOL") carryforwards, will be realized. As a result, the Company released \$125 million of its valuation allowance recorded on its deferred tax assets as of the year-ended September 30, 2016. The Company has retained a portion of its valuation allowance of \$119 million against its U.S. tax attributes of which \$108 million relates to our FTC carryforwards, \$4 million relates to our U.S. State NOL carryforwards and \$7 million relates to outside basis differences in investments due to its expectation of realizing the benefits of these tax attributes during the limited carryforward period does not meet the "more likely than not" threshold.

At September 30, 2017, the Company has U.S. federal tax net operating loss carry-forwards of \$558 million, which will begin to expire in fiscal year 2027. The Company also has tax net operating loss carry-forwards, with no expiration date, in the U.K., France and Spain of \$23 million, \$120 million and \$45 million, respectively, and other tax net operating loss carry forwards in state, local and foreign jurisdictions that expire in various periods. In addition, the Company has foreign tax credit carry-forwards for U.S. tax purposes of \$158 million. The US foreign tax credits will begin to expire in fiscal year 2018.

U.S. income and foreign withholding taxes have not been recorded on indefinitely reinvested earnings of certain foreign subsidiaries of approximately \$218 million at September 30, 2017. As such, no deferred income taxes have been provided for these undistributed earnings. Should these earnings be distributed, foreign tax credits and net operating losses may be available to reduce the additional federal income tax that would be payable. However, availability of these foreign tax credits is subject to limitations which make it impracticable to estimate the amount of the ultimate tax liability, if any, on these accumulated foreign earnings.

The Company classifies interest and penalties related to uncertain tax position as a component of income tax expense. As of September 30, 2017 and September 30, 2016, the Company had accrued \$3 million and \$3 million of interest and penalties, respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, including interest and penalties, are as follows (in millions):

Balance at September 30, 2014	\$27
Additions for current year tax positions	8
Additions for prior year tax positions	9
Subtractions for prior year tax positions	(9)
Balance at September 30, 2015	\$35
Additions for current year tax positions	7
Additions for prior year tax positions	1
Subtractions for prior year tax positions	(13)
Balance at September 30, 2016	\$30
Additions for current year tax positions	2
Additions for prior year tax positions	1
Subtractions for prior year tax positions	(14)
Balance at September 30, 2017	\$19

Included in the total unrecognized tax benefits at September 30, 2017 and 2016 are \$19 million and \$30 million, respectively, that if recognized, would favorably affect the effective income tax rate. The Company's gross unrecognized tax benefits decreased during the year ended September 30, 2017 by \$14 million due primarily to the finalization of an agreement with the United Kingdom ("U.K.") tax authorities. The Company has determined that it is reasonably possible that its existing reserve for uncertain tax positions as of September 30, 2017 could decrease by up to approximately \$3 million related to various ongoing audits and settlement discussions in various foreign jurisdictions.

The Company and its subsidiaries file income tax returns in the U.S. and various foreign jurisdictions. The Company has completed tax audits in the U.S. for tax years ended through September 30, 2013, in the U.K. for the tax years ending through September 30, 2013, in Canada for tax years ended through September 30, 2013, in Germany for the tax years ending through September 30, 2009 and in Japan for the tax years ending through September 30, 2007. The Company is at various stages in the tax audit process in certain foreign and local jurisdictions.

## 8. Employee Benefit Plans

Certain international employees, such as those in Germany and Japan, participate in locally sponsored defined benefit plans, which are not considered to be material either individually or in the aggregate and have a combined projected benefit obligation of approximately \$75 million and \$83 million as of September 30, 2017 and September 30, 2016, respectively. Pension benefits under the plans are based on formulas that reflect the employees' years of service and compensation levels during their employment period. The Company had unfunded pension liabilities relating to these plans of approximately \$50 million and \$56 million recorded in its balance sheets as of September 30, 2017 and September 30, 2016, respectively. The Company uses a September 30 measurement date for its plans. For each of the fiscal years ended September 30, 2017, September 30, 2016, and September 30, 2015, pension expense amounted to \$4 million.

Certain employees also participate in defined contribution plans. The Company's contributions to the defined contribution plans are based upon a percentage of the employees' elected contributions. The Company's defined contribution plan expense amounted to approximately \$5 million for the fiscal year ended September 30, 2017, \$5 million for the fiscal year ended September 30, 2016, and \$4 million for the fiscal year ended September 30, 2015.

## 9. Share-Based Compensation Plans

Effective January 1, 2013, eligible individuals were invited to participate in the Senior Management Free Cash Flow Plan (as amended, the “Plan”). Eligible individuals include any employee, consultant or officer of the Company or any of its affiliates, who is selected by the Company’s Compensation Committee to participate in the Plan. In 2017, the Company’s Compensation Committee invited two additional employees to participate in the Plan. Under the Plan, participants are allocated a specific portion of the Company’s free cash flow to use to purchase the equivalent of Company stock through the acquisition of deferred equity units. Participants also receive a grant of profit interests in a purposely established LLC holding company (the “LLC”) that represent an economic entitlement to future appreciation over an equivalent number of shares of Company stock (“matching units”). The Company’s Board of Directors authorized the issuance of up to 82.1918 shares of the Company’s common stock pursuant to the Plan, 41.0959 in respect of deferred equity units and 41.0959 in respect of matching units. The LLC currently owns 55 issued and outstanding shares. Each deferred equity unit is equivalent to 1/10,000 of a share of Company stock. The Company will allocate units to active participants each Plan year at the time that annual free cash flow bonuses for such Plan year are determined and may grant unallocated units under the Plan to certain members of current or future management. At the time that annual free cash flow bonuses for such Plan year are determined, a participant shall be credited a number of deferred equity units based on their respective allocation divided by the grant date intrinsic value and an equal number of the related matching units will be allocated. The redemption price of the deferred equity units will equal the fair market value of a fractional share of the Company’s stock on the date of the settlement and the redemption price for the matching units will equal the excess, if any, of the then fair market value of one Company fractional share over the grant date intrinsic value of one fractional share.

The Company accounts for share-based payments as required by ASC 718. ASC 718 requires all share-based payments to employees to be recognized as compensation expense. Under the recognition provision of ASC 718, liability classified share-based compensation costs are measured each reporting date until settlement. The Company’s policy is to measure share-based compensation costs to employees using the intrinsic value method instead of fair value as it is not practical to estimate the volatility of its share price on the grant date.

For accounting purposes, the grant date was established at the point the Company and the participant reached a mutual understanding of the key terms and conditions, in this case the date at which the participant accepted the invitation to participate in the Plan. For accounting purposes, deferred equity units are deemed to generally vest between one and seven years and matching equity units granted under the Plan are deemed to vest two years after the allocation to the participant’s account. The deferred and matching equity units have cash settlement dates that begin in December 2018. The deferred units will be settled at the participant’s election for cash equal to the fair market value of one fractional company share or a fractional company share. The matching units will be settled for cash equal to the redemption price or fractional company shares of equivalent value. At the end of the redemption period, all outstanding units become mandatorily redeemable at the then redemption price. Due to this mandatory redemption clause, the Company has classified the awards under the Plan as liability awards. Dividend distributions, if any, are also paid out on vested deferred equity units and are calculated on the same basis as the Company’s common shares. The Company has applied a graded (tranche-by-tranche) attribution method and expenses share-based compensation on an accelerated basis over the vesting period of the share award.

The following is a summary of the Company’s share awards:

	Deferred	Matching	Deferred Equity	Matching Equity
	Equity Units	Equity Units	Units Weighted-	Units Weighted-
	Weighted-	Weighted-	Average	Average

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	Deferred Equity Units	Matching Equity Units	Weighted- Average Fair Value	Average Intrinsic Value	Grant-Date Intrinsic Value	Grant-Date Intrinsic Value
Unvested units at September 30, 2015	18	25	\$ 135.00	\$ 27.87	\$ 107.13	\$ —
Granted	9	9	135.00	—	107.13	—
Vested	(7 )	(5 )	135.00	27.87	107.13	—
Forfeited	(1 )	(1 )	135.00	27.87	107.13	—
Unvested units at September 30, 2016	19	28	\$ 142.21	\$ 35.08	\$ 107.13	\$ —
Granted	11	11	241.75	90.06	146.86	—
Vested	(17 )	(3 )	241.75	134.62	107.13	—
Forfeited	—	—	—	—	—	—
Unvested units at September 30, 2017	13	36	\$ 241.75	\$ 111.23	\$ 140.04	\$ —

The weighted-average grant date intrinsic value of deferred equity unit awards for the fiscal year ended September 30, 2017 was \$140.04. The fair value of these deferred equity units at September 30, 2017 was \$241.75. The weighted-average grant date intrinsic value of deferred equity unit awards for the period ended September 30, 2016 was \$107.13. The fair value of these deferred equity units at September 30, 2016 was \$142.21. The weighted-average grant date intrinsic value of deferred equity unit awards for the period ended September 30, 2015 was \$107.13. The fair value of these deferred equity units at September 30, 2015 was \$135.00.

#### Compensation Expense

The Company recognized non-cash share-based compensation expense of \$70 million, free cash flow compensation expense of \$30 million and dividend expense related to the equity units of \$2 million for the fiscal year ended September 30, 2017. The Company recognized non-cash share-based compensation of \$23 million for the fiscal year ended September 30, 2016. Of the \$23 million, \$13 million related to awards for employees and \$10 million related to awards for non-employees for the fiscal year ended September 30, 2016. The Company recognized non-cash share-based compensation of \$3 million for the fiscal year ended September 30, 2015. Of the \$3 million, \$1 million related to awards for employees and \$2 million related to awards for non-employees for the fiscal year ended September 30, 2015.

In addition, at September 30, 2017, September 30, 2016 and September 30, 2015, the Company had approximately \$34 million, \$2 million and \$7 million, respectively, of unrecognized compensation costs related to its unvested share awards. As of September 30, 2017, the remaining weighted average period over which total compensation related to unvested awards is expected to be recognized is 1 year.

## 10. Related Party Transactions

### Management Agreement

Upon completion of the Merger, the Company and Holdings entered into a management agreement with Access, dated as of the Merger Closing Date (the "Management Agreement"), pursuant to which Access will provide the Company and its subsidiaries, with financial, investment banking, management, advisory and other services. Pursuant to the Management Agreement, the Company, or one or more of its subsidiaries, will pay Access a specified annual fee equal to approximately \$9 million based on a formula contained in the agreement and reimburse Access for certain expenses incurred performing services under the agreement. The annual fee is payable quarterly. The Company and Holdings agreed to indemnify Access and certain of its affiliates against all liabilities arising out of performance of the Management Agreement.

Such costs incurred by the Company were approximately \$9 million for each of the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, which includes the annual fee, but excludes \$2 million of expenses reimbursed related to certain consultants with full time roles at the Company for the fiscal years ended September 30, 2016 and September 30, 2015. Such amounts have been included as a component of selling, general and administrative expense in the accompanying statements of operations.

### Lease Arrangements with Related Party



On July 29, 2014, AI Wrights Holdings Limited, an affiliate of Access, entered into a lease and related agreements with Warner/Chappell Music Limited and WMG Acquisition (UK) Limited, subsidiaries of the Company, for the lease of 27 Wrights Lane, Kensington, London. The Company had been the tenant of the building, which Access acquired during the fiscal year 2014. Subsequent to the change in ownership, the Company entered into the new lease arrangements. Pursuant to the agreements, on January 1, 2015, the rent in the lease was increased to £3,460,250 per year, the term was extended for an additional five years from December 24, 2020 to December 24, 2025, with a market rate rent review that would begin December 25, 2020.

On August 13, 2015, a subsidiary of the Company, Warner Music Inc., entered into a license agreement with Access Industries, Inc., an affiliate of Access, for the use of office space in our corporate headquarters at 1633 Broadway, New York, New York. The license fee of \$2,775 per month, plus an IT support fee of \$1,000 per month, was based on the per foot lease costs to the Company of its headquarters space, which represented market terms. For the fiscal year ended September 30, 2015, an immaterial amount was recorded as rental income. The space is occupied by The Blavatnik Archive, which is dedicated to the discovery and preservation of historically distinctive and visually compelling artifacts, images and stories that contribute to the study of 20th century Jewish, WWI and WWII history.

On July 15, 2016, a subsidiary of the Company, Warner Music Inc., entered into a license agreement with Cooper Investment Partners LLC, for the use of office space in our corporate headquarters at 1633 Broadway, New York, New York. The license fee of \$16,967.21 per month, was based on the per foot lease costs to the Company of its headquarters space, which represented market terms. For the fiscal year ended September 30, 2016, an immaterial amount was recorded as rental income. The space is occupied by Cooper Investment Partners LLC, which is a private equity fund that pursues a wide range of investment opportunities.

#### Deezer

Access owns a controlling equity interest in Deezer S.A., which was formerly known as Odyssey Music Group (“Odyssey”), a French company that controls and operates a digital music streaming service, formerly through Odyssey’s subsidiary, Blogmusik SAS (“Blogmusik”), under the name Deezer (“Deezer”), and is represented on Deezer S.A.’s Board of Directors. Subsidiaries of the Company, Warner Music Inc. and WEA International Inc. have been a party to license arrangements with Deezer since 2008 (Warner Music Inc. was added as a party to the license in 2014 in respect of the U.S.), which provide for the use of the Company’s sound recording content on Deezer’s ad-supported and subscription streaming services worldwide (excluding Japan) in exchange for fees paid by Deezer. Warner Music Inc. and WEA International Inc. have also authorized Deezer to include Warner content in Deezer’s streaming services where such services are offered as a bundle with third-party services or products (e.g., telco services or hardware products), for which Deezer is also required to make payments to Warner Music Inc. and WEA International Inc. Deezer paid to WEA International Inc. an aggregate amount of approximately \$36 million and \$29 million in connection with the foregoing arrangements during the fiscal year ended September 30, 2017 and 2016, respectively. In addition, in connection with these arrangements, (i) the Company was issued, and currently holds, warrants to purchase shares of Deezer S.A. and (ii) the Company purchased a small number of shares of Deezer S.A., which collectively represent a small minority interest in Deezer S.A.

#### Acquisition of Selected Assets of Songkick

As of July 12, 2017, we acquired selected assets from Songkick, including the concert discovery app and website and the Songkick trademark, for a purchase price of \$5 million. Access owns a significant minority interest in the seller.

## 11. Commitments and Contingencies

#### Leases

The Company occupies various facilities and uses certain equipment under both capital and operating leases. Net rent expense was approximately \$62 million, \$60 million and \$66 million for the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, respectively.

At September 30, 2017, future minimum payments under non-cancelable operating leases (net of sublease income) are as follows:

Years	Operating Leases
-------	---------------------

	(in millions)
2018	\$ 50
2019	52
2020	48
2021	45
2022	44
Thereafter	286
Total	\$ 525

The future minimum payments reflect the amounts owed under lease arrangements and do not include any fair market value adjustments that may have been recorded as a result of the Merger.

## Talent Advances

The Company routinely enters into long-term commitments with artists, songwriters and publishers for the future delivery of music product. Such commitments generally become due only upon delivery and Company acceptance of albums from the artists or future musical compositions by songwriters and publishers. Additionally, such commitments are typically cancelable at the Company's discretion, generally without penalty. Based on contractual obligations and the Company's expected release schedule, aggregate firm commitments to such talent approximated \$305 million and \$288 million as of September 30, 2017 and September 30, 2016, respectively.

## Other

Other off-balance sheet, firm commitments, which primarily include minimum funding commitments to investees, amounted to approximately \$3 million and \$2 million at September 30, 2017 and September 30, 2016, respectively.

## Litigation

### Pricing of Digital Music Downloads

On December 20, 2005 and February 3, 2006, the Attorney General of the State of New York served the Company with requests for information in connection with an industry-wide investigation as to the pricing of digital music downloads. On February 28, 2006, the Antitrust Division of the U.S. Department of Justice served us with a Civil Investigative Demand, also seeking information relating to the pricing of digitally downloaded music. Both investigations were ultimately closed, but subsequent to the announcements of the investigations, more than thirty putative class action lawsuits were filed concerning the pricing of digital music downloads. The lawsuits were consolidated in the Southern District of New York. The consolidated amended complaint, filed on April 13, 2007, alleges conspiracy among record companies to delay the release of their content for digital distribution, inflate their pricing of CDs and fix prices for digital downloads. The complaint seeks unspecified compensatory, statutory and treble damages. On October 9, 2008, the District Court issued an order dismissing the case as to all defendants, including us. However, on January 12, 2010, the Second Circuit vacated the judgment of the District Court and remanded the case for further proceedings and on January 10, 2011, the U.S. Supreme Court denied the defendants' petition for Certiorari.

Upon remand to the District Court, all defendants, including the Company, filed a renewed motion to dismiss challenging, among other things, plaintiffs' state law claims and standing to bring certain claims. The renewed motion was based mainly on arguments made in defendants' original motion to dismiss, but not addressed by the District Court. On July 18, 2011, the District Court granted defendants' motion in part, and denied it in part. Notably, all claims on behalf of the CD-purchaser class were dismissed with prejudice. However, a wide variety of state and federal claims remain for the class of Internet download purchasers. On March 19, 2014, plaintiffs filed a motion for class certification. Plaintiffs filed an operative consolidated amended complaint on September 25, 2015. The Company filed its answer to the fourth amended complaint on October 9, 2015, and filed an amended answer on November 3, 2015. A mediation took place on February 22, 2016, but the parties were unable to reach a resolution. On July 12, 2017, the District Court denied plaintiffs' motion for class certification. On August 1, 2017, plaintiffs filed a petition with the Second Circuit seeking permission to appeal the district court's order denying class certification. The Company intends to defend against these lawsuits vigorously, but is unable to predict the outcome of these suits. Regardless of the merits of the claims, this and any related litigation could continue to be costly, and divert the time and resources of management. The potential outcomes of these claims that are reasonably possible cannot be determined at this time and an estimate of the reasonably possible loss or range of loss cannot presently be made.



## Sirius XM

On September 11, 2013, the Company joined with Capitol Records, LLC, Sony Music Entertainment, UMG Recordings, Inc. and ABKCO Music & Records, Inc. in a lawsuit brought in California Superior Court against Sirius XM Radio Inc., alleging copyright infringement for Sirius XM's use of pre-1972 sound recordings under California law. A nation-wide settlement was reached on June 17, 2015 pursuant to which Sirius XM paid the plaintiffs, in the aggregate, \$210 million on July 29, 2015 and the plaintiffs dismissed their lawsuit with prejudice. The settlement resolves all past claims as to Sirius XM's use of pre-1972 recordings owned or controlled by the plaintiffs and enables Sirius XM, without any additional payment, to reproduce, perform and broadcast such recordings in the United States through December 31, 2017. As part of the settlement, Sirius XM has the right, to be exercised before December 31, 2017, to enter into a license with each plaintiff to reproduce, perform and broadcast its pre-1972 recordings from January 1, 2018 through December 31, 2022. The royalty rate for each such license will be determined by negotiation or, if the parties are unable to agree, binding arbitration on a willing buyer/willing seller standard. The allocation of the settlement proceeds among the plaintiffs was determined and the settlement proceeds were distributed accordingly. This resulted in a cash distribution to the Company of \$33 million of which \$28 million was recognized in revenue during the 2016 fiscal year and \$4 million was recognized in revenue during the 2017 fiscal year. The balance will be recognized in revenue in the first quarter of the 2018 fiscal year. The Company is sharing its allocation of the settlement proceeds with its artists on the same basis as statutory revenue from Sirius XM is shared, i.e., the artist share of our allocation will be paid to artists by SoundExchange.

## Other Matters

In addition to the matter discussed above, the Company is involved in various litigation and regulatory proceedings arising in the normal course of business. Where it is determined, in consultation with counsel based on litigation and settlement risks, that a loss is probable and estimable in a given matter, the Company establishes an accrual. In the currently pending proceedings, the amount of accrual is not material. An estimate of the reasonably possible loss or range of loss in excess of the amounts already accrued cannot be made at this time due to various factors typical in contested proceedings, including (1) the results of ongoing discovery; (2) uncertain damage theories and demands; (3) a less than complete factual record; (4) uncertainty concerning legal theories and their resolution by courts or regulators; and (5) the unpredictable nature of the opposing party and its demands. However, the Company cannot predict with certainty the outcome of any litigation or the potential for future litigation. As such, the Company continuously monitors these proceedings as they develop and adjusts any accrual or disclosure as needed. Regardless of the outcome, litigation could have an adverse impact on the Company, including the Company's brand value, because of defense costs, diversion of management resources and other factors and it could have a material effect on the Company's results of operations for a given reporting period.

## 12. Derivative Financial Instruments

The Company uses derivative financial instruments, primarily foreign currency forward exchange contracts, for the purpose of managing foreign currency exchange risk by reducing the effects of fluctuations in foreign currency exchange rates.

The Company enters into foreign currency forward exchange contracts primarily to hedge the risk that unremitted or future royalties and license fees owed to its domestic companies for the sale, or anticipated sale, of U.S.-copyrighted products abroad may be adversely affected by changes in foreign currency exchange rates. The Company focuses on

managing the level of exposure to the risk of foreign currency exchange rate fluctuations on its major currencies, which include the Euro, British pound sterling, Japanese yen, Canadian dollar, Swedish krona and Australian dollar. The foreign currency forward exchange contracts related to royalties are designated and qualify as cash flow hedges under the criteria prescribed in ASC 815, Derivatives and Hedging. The Company records these contracts at fair value on its balance sheet and gains or losses on these contracts are deferred in equity (as a component of comprehensive loss). These deferred gains and losses are recognized in income in the period in which the related royalties and license fees being hedged are received and recognized in income. However, to the extent that any of these contracts are not considered to be perfectly effective in offsetting the change in the value of the royalties and license fees being hedged, any changes in fair value relating to the ineffective portion of these contracts are immediately recognized in the statement of operations.

The Company may at times choose to hedge foreign currency risk associated with financing transactions such as third-party debt and other balance sheet items. The foreign currency forward exchange contracts related to balance sheet items denominated in foreign currency are reviewed on a contract-by-contract basis and are designated accordingly. If these foreign currency forward exchange contracts do not qualify for hedge accounting, then the Company records these contracts at fair value on its balance sheet and the related gains and losses are immediately recognized in the statement of operations where there is an equal and offsetting entry related to the underlying exposure.

The fair value of foreign currency forward exchange contracts is determined by using observable market transactions of spot and forward rates (i.e., Level 2 inputs) which is discussed further in Note 15. Additionally, netting provisions are provided for in existing International Swap and Derivative Association Inc. agreements in situations where the Company executes multiple contracts with the same counterparty. As a result, net assets or liabilities resulting from foreign exchange derivatives subject to these netting agreements are classified within other current assets or other current liabilities in the Company's consolidated balance sheets.

The Company monitors its positions with, and the credit quality of, the financial institutions that are party to any of its financial transactions.

As of September 30, 2017, the Company had no outstanding hedge contracts and no deferred gains or losses in comprehensive loss related to foreign exchange hedging. As of September 30, 2016, the Company had no outstanding hedge contracts and no deferred gains or losses in comprehensive loss related to foreign exchange hedging.

### 13. Segment Information

As discussed more fully in Note 1, based on the nature of its products and services, the Company classifies its business interests into two fundamental operations: Recorded Music and Music Publishing, which also represent the reportable segments of the Company. Information as to each of these operations is set forth below. The Company evaluates performance based on several factors, of which the primary financial measure is operating income (loss) before non-cash depreciation of tangible assets and non-cash amortization of intangible assets ("OIBDA"). The Company has supplemented its analysis of OIBDA results by segment with an analysis of operating income (loss) by segment.

The accounting policies of the Company's business segments are the same as those described in the summary of significant accounting policies included elsewhere herein. The Company accounts for intersegment sales at fair value as if the sales were to third parties. While intercompany transactions are treated like third-party transactions to determine segment performance, the revenues (and corresponding expenses recognized by the segment that is counterparty to the transaction) are eliminated in consolidation, and therefore, do not themselves impact consolidated results.

	Recorded Music Music Publishing (in millions)		Corporate expenses and eliminations	Total
2017				
Revenues	\$3,020	\$ 572	\$ (16 )	\$3,576
Operating income (loss)	283	81	(142 )	222
Amortization of intangible assets	136	65	—	201
Depreciation of property, plant and equipment	32	6	12	50
OIBDA	451	152	(130 )	473
Total assets	2,085	2,510	1,123	5,718
Capital expenditures	21	5	18	44



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2016				
Revenues	\$2,736	\$ 524	\$ (14 )	\$3,246
Operating income (loss)	247	68	(101 )	214
Amortization of intangible assets	180	63	—	243
Depreciation of property, plant and equipment	32	7	11	50
OIBDA	459	138	(90 )	507
Total assets	2,584	2,365	386	5,335
Capital expenditures	18	7	17	42
2015				
Revenues	\$2,501	\$ 482	\$ (17 )	\$2,966
Operating income (loss)	151	77	(101 )	127
Amortization of intangible assets	192	63	—	255
Depreciation of property, plant and equipment	36	6	12	54
OIBDA	379	146	(89 )	436
Capital expenditures	19	7	37	63

Revenues relating to operations in different geographical areas are set forth below for the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015. Total assets relating to operations in different geographical areas are set forth below as of September 30, 2017 and September 30, 2016.

	2017		2016		2015
	Long-lived		Long-lived		
	Revenue	Assets	Revenue	Assets	Revenue
	(in millions)				
United States	\$ 1,587	\$ 139	\$ 1,360	\$ 138	\$ 1,171
United Kingdom	522	26	491	23	477
All other territories	1,467	48	1,395	42	1,318
Total	\$ 3,576	\$ 213	\$ 3,246	\$ 203	\$ 2,966

#### Customer Concentration

In the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, one customer represented 14%, 14% and 13% of total revenues, respectively. This customer's revenues are included in the Recorded Music segment.

#### 14. Additional Financial Information

##### Cash Interest and Taxes

The Company made interest payments of approximately \$138 million, \$181 million and \$171 million during the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, respectively. The Company paid approximately \$40 million, \$41 million and \$25 million of foreign income and withholding taxes, net of refunds, for the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, respectively.

##### Special Cash Dividends

On December 2, 2016, the Company's Board of Directors approved a special cash dividend of \$54 million which was paid on January 3, 2017 to stockholders of record as of December 30, 2016.

On June 5, 2017, the Company's Board of Directors approved a special cash dividend of \$30 million which was paid on July 31, 2017 to stockholders of record as of June 30, 2017.

##### Investments and Acquisitions of businesses, net

The Company paid cash of \$139 million, \$28 million and \$16 million for investments and acquisitions of businesses, net, during the fiscal years ended September 30, 2017, September 30, 2016 and September 30, 2015, respectively.

For the fiscal year ended September 30, 2017, the cash paid of \$139 million includes the acquisition of Spinnin' Records, which was acquired on September 7, 2017. Based in the Netherlands, Spinnin' Records is a dance and electronic music company. The results of operations for Spinnin' Records are reported in our Recorded Music

segment following the acquisition date.

The Company accounted for the acquisition of Spinnin' Records as a business combination under ASC 805, which requires the acquisition method of accounting. Under this method, the Company performed a preliminary purchase accounting allocation, which resulted in goodwill, intangibles, deferred tax liabilities and other insignificant assets and liabilities assumed. The acquisition accounting is subject to revision based on final determinations of fair value and allocations of purchase price to the identifiable assets and liabilities acquired.

#### 15. Fair Value Measurements

ASC 820 defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity.

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In addition to defining fair value, ASC 820 expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which is determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1—inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2—inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—inputs are generally unobservable and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar techniques.

In accordance with the fair value hierarchy, described above, the following table shows the fair value of the Company’s financial instruments that are required to be measured at fair value as of September 30, 2017 and September 30, 2016.

	Fair Value Measurements as of September 30, 2017			
	(Level 1)	(Level 2)	(Level 3)	Total
	(in millions)			
<b>Other Current Liabilities:</b>				
Contractual Obligations (a)	—	—	—	—
<b>Other Non-Current Liabilities:</b>				
Contractual Obligations (a)	—	—		