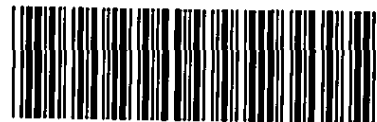


REGISTERED NUMBER OC367259

**Report of the members and
Financial Statements for the period ended 31 December 2012
Falcon Edge Capital LLP**

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COMPANIES HOUSE

Falcon Edge Capital LLP (Registered number: OC367259)

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Administrative Information

MEMBERS

Falcon Edge Investments Limited
S Carpenter
J Minshull
D Charveriat (resigned 17 August 2012)
N Udwadia
A Wright

AUDITORS

BDO LLP
55 Baker Street
London
W1U 7EU

BANKERS

HSBC Bank PLC
16 King Street
London
WC2E 8JF

SOLICITORS

Schulte Roth & Zabel International LLP
Heathcoat House
20 Savile Row
London
W1S 3PR

REGISTERED OFFICE

4th Floor Reading Bridge House
George Street
Reading
RG1 8LS

Falcon Edge Capital LLP (Registered number: OC367259)

**Report of the members
For the period ended 31 December 2012**

The members present their report with the audited financial statements of Falcon Edge Capital LLP (the "LLP") for the period from the date of incorporation on 12 August 2011 to 31 December 2012

INCORPORATION AND COMMENCEMENT

The LLP was incorporated on 12 August 2011. The LLP was authorised by the Financial Conduct Authority to conduct investment business on 17 September 2012.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the LLP in the period under review was providing investment management services. The members do not see any change in the nature of this activity going forward.

RESULTS AND ALLOCATIONS TO MEMBERS

The results for the period are a profit available for discretionary distribution among members of £949,143. Any profits or losses are shared among the members as governed by the LLP Agreement dated 14 September 2012 (the "LLP Agreement").

FINANCIAL RISK MANAGEMENT

It is the opinion of the members that there are no key business risks and uncertainties facing the LLP other than the systematic risk that exists in the financial sector.

The LLP is not exposed to any significant price, credit, liquidity or cash flow risk.

FINANCIAL POSITION

The LLP's balance sheet as detailed on page 7 shows a satisfactory position. Total members' interests amount to £1,425,373.

POLICY FOR MEMBERS' DRAWINGS AND SUBSCRIPTIONS AND REPAYMENTS OF MEMBERS' CAPITAL

Policies for members' drawings, subscriptions and repayment of members' capital are governed by the LLP Agreement. In summary, the capital is contributed by each member upon admission to the LLP and shall be repayable at the discretion of the corporate member either on ceasing to be a member, on a winding-up or when the LLP remains compliant with its regulatory capital requirements. Each member receives a monthly drawing in anticipation of future profits and any profit is allocated to the members in accordance with the procedure set out in the LLP Agreement.

KEY PERFORMANCE INDICATORS ("KPIs")

Given the straightforward nature of the business, the members are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

MEMBERS

The members of the LLP during the period under review and up to the date of this report were:

Falcon Edge Investments Limited*
S Carpenter
D Charveriat (resigned 17 August 2012)
J Minshull*
N Udawadia*
A Wright

Falcon Edge Investments Limited is the controlling member.

* Designated members

Report of the members

For the period ended 31 December 2012 (continued)

STATEMENT OF MEMBERS' RESPONSIBILITIES

The members are responsible for preparing the members' report and financial statements in accordance with applicable law and regulation

The Limited Liability Partnerships (*Accounts and Audit*) (*Application of the Companies Act 2006*) *Regulations 2008* require the members to prepare financial statements for each financial year. Under these regulations the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under these regulations the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that period.

In preparing these financial statements, the members are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions, disclose with reasonable accuracy at any time the financial position of the LLP, and enable them to ensure that the financial statements comply with the Limited Liability Partnerships (*Accounts and Audit*) (*Application of the Companies Act 2006*) *Regulations 2008*. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

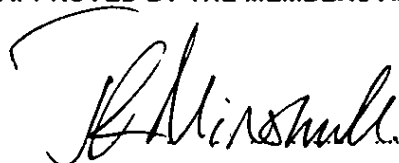
In the case of each of the persons who are members at the time when the report is approved

- So far as the members are aware, there is no relevant audit information of which the LLP's auditors are unaware, and
- Each member has taken all the steps that ought to be taken as a member in order to make themselves aware of any relevant audit information and to establish that the LLP's auditors are aware of that information.

AUDITORS

The independent auditors, BDO LLP, were appointed during the period and have indicated their willingness to continue in office. A resolution to reappoint BDO LLP as auditors will be proposed at the meeting of the members approving these financial statements.

APPROVED BY THE MEMBERS AND SIGNED ON THEIR BEHALF:



J Minshull - Designated Member

Date 23rd April 2013

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FALCON EDGE CAPITAL LLP

We have audited the financial statements of Falcon Edge Capital LLP for the period ended 31 December 2012 which comprises the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the limited liability partnership's members, as a body, in accordance with the Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the limited liability partnership's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the partnership and the partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditors

As explained more fully in the statement of members' responsibilities, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2012 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008.

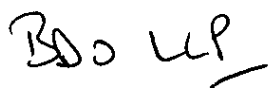
Opinion on other matters

In our opinion the information given in the members' report for the financial period for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act as applied to limited liability partnerships requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns,
- we have not received all the information and explanations we require for our audit



Neil Griggs (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor
55 Baker Street
London, W1U 7EU

24 April 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Falcon Edge Capital LLP (Registered number OC367259)

**Profit and Loss Account
For the period ended 31 December 2012**

		Period from 12 August 2011 to 31 December 2012 £
	Note	
TURNOVER	1	2,472,833
Administrative expenses		(1,184,824)
OPERATING PROFIT	2	1,288,009
Interest receivable and similar income		-
PROFIT FOR THE FINANCIAL PERIOD BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS		1,288,009
Members' remuneration charged as an expense	8	(338,866)
PROFIT FOR THE FINANCIAL PERIOD AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	8	949,143

CONTINUING OPERATIONS

All amounts are in respect of continuing operations

TOTAL RECOGNISED GAINS AND LOSSES

The LLP has no recognised gains or losses other than the result shown above and therefore no separate statement of total recognised gains and losses has been presented. There is no difference between the LLP losses on a historical cost basis and the losses stated above.

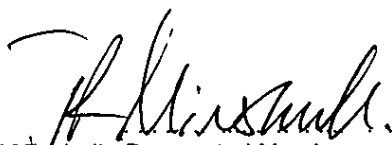
The notes on pages 8 to 12 form part of these financial statements

Falcon Edge Capital LLP (Registered number: OC367259)

**Balance Sheet
31 December 2012**

	Note	2012 £
FIXED ASSETS		
Tangible fixed assets	5	<u>56,468</u>
CURRENT ASSETS		
Debtors	6	1,428,855
Cash at bank		<u>600,735</u>
		2,029,590
CREDITORS		
Amounts falling due within one year	7	<u>(630,685)</u>
NET CURRENT ASSETS		<u>1,398,905</u>
NET ASSETS ATTRIBUTABLE TO MEMBERS		<u>1,455,373</u>
Represented By:		
Loans and other debts due to members within one year		
Other amounts	8	<u>965,373</u>
Members' other interests		
Members' capital classified as equity	8	<u>490,000</u>
		<u>1,455,373</u>
TOTAL MEMBERS' INTERESTS		
Amounts due from members	8	(30,000)
Loans and other debts due to members	8	965,373
Members' other interests	8	<u>490,000</u>
		<u>1,425,373</u>

The financial statements were approved and authorised for issue by the members of the LLP on 23rd April 2013 and signed on its behalf by


J Marshall - Designated Member

The notes on pages 8 to 12 form part of these financial statements

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' issued in March 2010 and applicable accounting standards. The principal accounting policies are set out below.

Cash flow statement

The LLP is a wholly owned subsidiary of Falcon Edge Investments Limited and is included in the consolidated financial statements of Falcon Edge Investments Limited, which are publicly available. Consequently the LLP has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1.

Turnover and revenue recognition

Turnover, which is stated net of any value added tax, represents advisory fees, due diligence fees and arrangement fees arising from continuing activities in the United Kingdom. These fees are recognised on an accruals basis.

Taxation

No taxation is reflected in the financial statements as tax is borne by the individual members in a personal capacity on their attributable profit shares and not the LLP.

Expenses

Expenses incurred have been recognised on an accruals basis.

Operating leases

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

Members' remuneration and members' capital

Policies for members' drawings. Policies for members' drawings, profit allocations, subscriptions and repayments of members' capital are governed by the LLP agreement dated 14 September 2012.

Tangible fixed assets

All fixed assets are recorded at historical cost less accumulated depreciation.

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Furniture and fixtures	-	4 years straight line
Computer equipment	-	3 years straight line
Software	-	3 years straight line

Notes to the Financial Statements - continued
For the period ended 31 December 2012

2 OPERATING PROFIT

The operating profit is stated after charging

	2012 £
Operating leases	28,808
Depreciation	19,957
Auditor's remuneration	10,000
Foreign exchange gain	<u>(258)</u>

3 STAFF COSTS

	2012 £
Wages and salaries	97,709
Other taxation and social security costs	<u>12,044</u>
	<u>109,753</u>

The average number of employees during the period was 1

4 INFORMATION IN RELATION TO MEMBERS

A member's share in the profit or loss for the period is accounted for as an allocation of profits or losses. Any unallocated profits and losses are distributed to members in the following accounting period.

Amounts due to members in respect of equity participation rights, following a discretionary division of profits, are debited to equity and credited to members' current account in the period when the allocation occurs. Unallocated profits and losses are included within 'other reserves' and are included in equity. Any drawings paid in respect of those unallocated profits are included within debtors.

	2012 £
Profit for the financial year available for discretionary division among members	<u>949,143</u>
Profit attributable to the member with the largest entitlement to profit	<u>762,642</u>

	2012
Average number of members	<u>6</u>

Notes to the Financial Statements - continued
For the period ended 31 December 2012

5 TANGIBLE FIXED ASSETS

	Furniture and fixtures £	Computer equipment £	Software £	Total £
Cost				
As at 12 August 2011	-	-	-	-
Additions	1,401	70,586	4,438	76,425
As at 31 December 2012	1,401	70,586	4,438	76,425
Accumulated depreciation				
As at 12 August 2011	-	-	-	-
Charge for the period	204	18,441	1,312	19,957
As at 31 December 2012	204	18,441	1,312	19,957
Net book value				
As at 12 August 2011	-	-	-	-
As at 31 December 2012	1,197	52,145	3,126	56,468

6. DEBTORS

	2012 £
Amounts due from related parties	1,289,144
VAT receivable	21,012
Prepayments	55,475
Amounts owed by members	30,000
Other debtors	33,224
	<u>1,428,455</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £
Trade creditors	100,375
Amounts owed to related parties	396,372
Accruals	129,776
Other creditors	4,162
	<u>630,685</u>

Notes to the Financial Statements - continued
For the period ended 31 December 2012

8. MEMBERS' EQUITY INTERESTS

	Members' capital (classified as equity) £	Other reserves £	Total £	Loans and other debts due to members less any amounts due from members in debtors £	Total 2012 £
Amounts due to members				-	
Amounts due from members				-	
Members' interests as at 12 August 2011				-	-
Members remuneration charged as an expense	-	-	-	338,866	338,866
Profit for the financial period	-	949,143	949,143	-	949,143
Members' interests after profit for the period	-	949,143	949,143	338,866	1,288,009
Capital introduced	490,000	-	490,000	(30,000)	460,000
Distributions	-	-	-	(338,866)	(338,866)
Appropriation	-	(949,143)	(949,143)	949,143	-
Other movements				16,230	16,230
Amounts due to members				965,373	
Amounts due from members				(30,000)	
Members' interests as at 31 December 2012	490,000	-	490,000	935,373	1,425,373

Other movements relate to a loan made from N Udwadia to the LLP during the year

Falcon Edge Capital LLP (Registered number OC367259)

Notes to the Financial Statements - continued
For the period ended 31 December 2012

9. OPERATING LEASE COMMITMENTS

As at 31 December 2012 the LLP had annual commitments under non-cancellable operating leases as follows

	2012 £
Land and buildings	
Leases which expire within one year	<u>153,600</u>

10. RELATED PARTY DISCLOSURES

Falcon Edge Investments Limited

Falcon Edge Investments Limited, a limited company incorporated under the laws of England and Wales, is the designated member of the LLP. During the period the LLP appropriated profits of £186,501 to Falcon Edge Investments Limited. As at 31 December 2012 the LLP owed Falcon Edge Investments Limited £186,501.

Falcon Edge Management Company LP

Falcon Edge Management Company LP, an exempted limited partnership organised under the laws of the Cayman Islands, is the sole shareholder of Falcon Edge Investments Limited. During the period the LLP charged management fees of £2,465,230 to Falcon Edge Management Company, LP. As at 31 December 2012, Falcon Edge Management Company LP, owed the LLP £1,206,376.

Falcon Edge Capital LP

Falcon Edge Capital, LP, a limited partnership organised under the laws of Delaware, is a related party due to common control. During the period the LLP paid net expenses of £61,051 on behalf of Falcon Edge Capital, LP. As at 31 December 2012, Falcon Edge Capital, LP owed the LLP £61,051.

Falcon Edge (Cayman) GP, Ltd

Falcon Edge (Cayman) GP, Ltd, a limited company incorporated under the laws of the Cayman Islands, is the general partner of Falcon Edge Management Company, LP. During the period the LLP paid net expenses of £16,114 on behalf of Falcon Edge (Cayman) GP, Ltd. As at 31 December 2012, Falcon Edge (Cayman) GP, Ltd owed the LLP £16,114.

Falcon Edge General Partner, LP

The LLP is a limited partner of Falcon Edge General Partner, LP which is an exempted limited partnership organised in the Cayman Islands. During the period Falcon Edge General Partner, LP made an allocation of £5,603 to the LLP. As at 31 December 2012, Falcon Edge General Partner, LP owed the LLP £5,603.

As a limited partner of Falcon Edge General Partner, LP the LLP may be required to make a capital contribution to Falcon Edge General Partner, LP, however, the LLP will only be required make such capital contribution(s) when called upon to do so by Falcon Edge (Cayman) GP, Ltd, the general partner of Falcon Edge General Partner, LP, pursuant to the Limited Partnership Agreement dated 25 June 2012. This requirement has not yet occurred at the date of signing these financial statements. The members of the LLP are of the opinion that any capital contribution required to be made to Falcon Edge General Partner, LP at a future date will not have an impact on the ability of the LLP to comply with its regulatory capital requirements.

11. ULTIMATE CONTROLLING PARTY

The LLP's designated member is Falcon Edge Investments Limited.

The ultimate controlling party is Richard Gerson.
