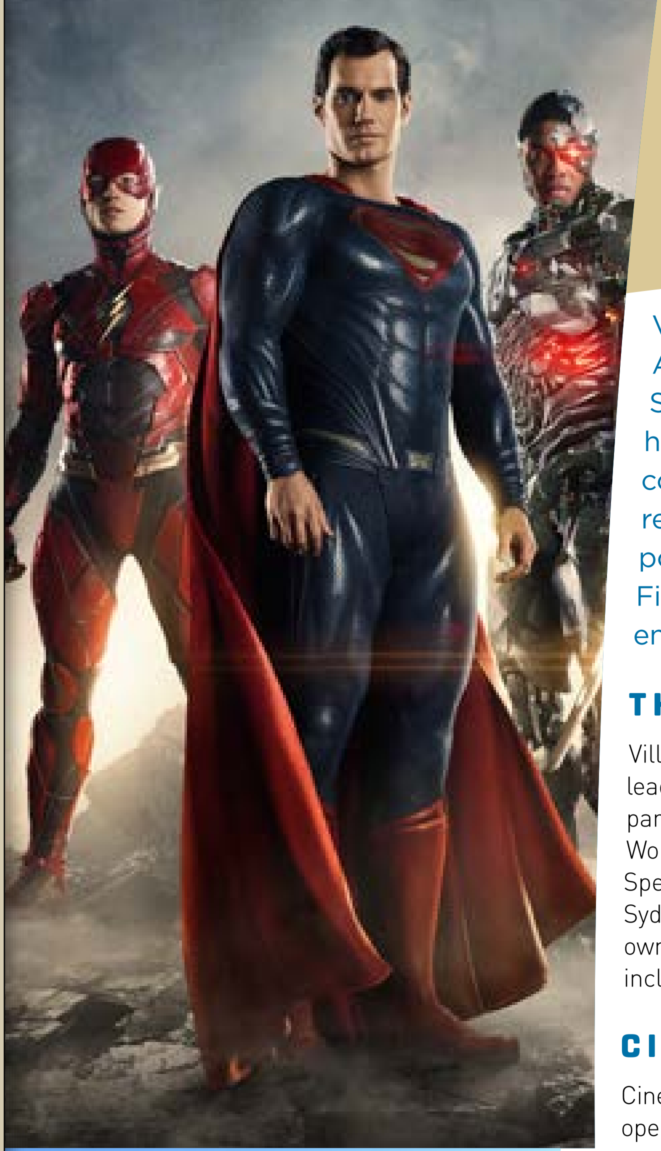
ANNUAL REPORT 2017

VILLAGE ROADSHOW LIMITED



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Village Roadshow was founded by Roc Kirby in Melbourne, Australia in 1954 and has been listed on the Australian Securities Exchange since 1988 (ASX: VRL). Since these humble beginnings, VRL has become a leading entertainment company with strong cashflow generating businesses and well recognised retail brands. Village Roadshow holds a diversified portfolio of assets including Theme Parks, Cinema Exhibition, Film Distribution, Marketing Solutions and Film Production, entertaining millions of people annually.

THEME PARKS

Village Roadshow has been involved in theme parks since 1989, is Australia's leading theme park developer and owner, and is one of the pre-eminent theme park operators in the world. In Australia, this includes Warner Bros. Movie World, Sea World, Wet'n'Wild Gold Coast, Paradise Country, Australian Outback Spectacular and Sea World Resort on Queensland's Gold Coast, and Wet'n'Wild Sydney. Village Roadshow Theme Parks ("VRTP") also operates and has majority ownership in Wet'n'Wild Las Vegas. VRTP has a program of development including Topgolf in Australia and theme park opportunities in Asia.

CINEMA EXHIBITION

Cinema Exhibition is where Village Roadshow started, with its first drive-in cinema opening in 1954. Today Village Roadshow jointly owns and operates a combined 784 screens at 83 sites operating predominantly in Australia. VRL continues to drive and embrace innovation, with 3D blockbuster movies and premium cinema concepts including Gold Class, Vmax, Vpremium and VJunior. VRL is continuing to invest in the expansion of premium cinema concepts and new entertainment offerings and developments, including in new population areas.

FILM DISTRIBUTION

Originally started by Village Roadshow in the late 1960's, VRL's Film Distribution division ("Roadshow") is Australasia's largest independent distributor of theatrical films to cinemas. The business also distributes movies and television series in Australia and New Zealand across physical and digital platforms. The division has long standing distribution agreements with key film suppliers including Warner Bros., ABC, BBC, STX, The Weinstein Company and Village Roadshow Pictures. A proud, passionate and active supporter of Australian film and television, Roadshow's strategy of investing in original content creation includes through Roadshow Rough Diamond, BlinkTV, and a 31% interest in FilmNation.

MARKETING SOLUTIONS

VRL's Marketing Solutions division is a leader in consumer incentive programs, with head offices in Australia and the UK. Comprising four core businesses – Edge, Edge Consumer, Opia and Lifestyle Rewards – and focussing on digital platforms and rewards, the division works with some of the world's largest brands to engage with key audiences, lift customer retention, drive sales, and deliver customer insights.

FILM PRODUCTION

VRL owns 20% of Village Roadshow Entertainment Group which consists of Village Roadshow Pictures and Village Roadshow Pictures Asia.

IMAGES: Top to bottom - *Justice League, DC Rivals HyperCoaster* at Warner Bros. Movie World.

To Our Shareholders

ROBERT G. KIRBY GRAHAM W. BURKE
CO-EXECUTIVE CHAIRMEN
AND CO-CHIEF EXECUTIVE OFFICERS

REFLECTING ON 2017

The Board of Directors of Village Roadshow Limited ("VRL") report on the results for the financial year ended 30 June 2017 ("FY2017" or "current year"), following a year of theme parks headwinds that could never have been contemplated.

The Company delivered an attributable net loss of $66.7 million for the 12 months to 30 June 2017 after losses from material items after tax of $90.3 million, compared to attributable net profit of $15.7 million for the financial year ended 30 June 2016 ("FY2016" or "prior year").

Earnings before interest, tax, depreciation and amortisation excluding material items and discontinued operations ("EBITDA") for the current year was $136.3 million ($168.8 million in the prior year).

The current year's attributable net profit before material items and discontinued operations ("NPAT") was $23.6 million ($50.9 million for the prior year).

Diluted earnings per share before material items and discontinued operations was 14.6 cents per share for the current year, compared to 31.4 cents per share for the prior year.

The overarching impact on this year's trading was the tragedy that occurred at Dreamworld in October 2016, and was something that management could never have contemplated. Furthermore, the odds of this happening have been estimated as hundreds of millions to one. Although not in a VRL park, the unprecedented publicity resulted in broad based community concerns about ride safety, dramatically impacting the earnings of VRL's Australian theme parks. Based on overseas experience this concern is expected to dissipate, and VRL is implementing dynamic initiatives led by recently appointed Theme Parks CEO, Clark Kirby, that will accelerate this correction. These include:

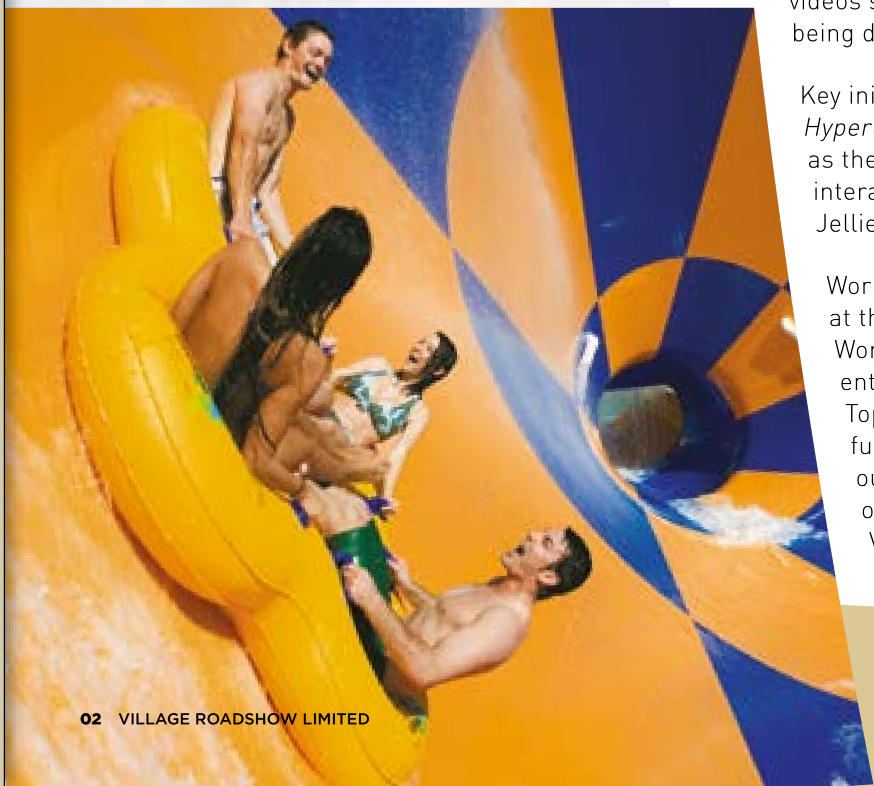
- The new *DC Rivals HyperCoaster*, which is the biggest individual theme park attraction ever constructed on the Gold Coast. It is the longest, highest and fastest rollercoaster in the Southern Hemisphere and is a 'must experience' for young adults and families alike. This was launched with great success in September;
- The beautiful new polar bear cub "Mishka" on display at Sea World;
- An interactive Splash Zone at Sea World opening in late 2017;
- A new seal show to start at Sea World in December 2017; and
- An incredible Sea Jellies exhibition (partnered with Griffith University and Surf Lifesaving), opening at Sea World in time for the Easter 2018 school holidays, which overseas experience indicates will be a 'must see'.

VRL's Board is committed to shareholder returns, while maintaining the ability to invest in the business. However, investment in opportunities for future growth, combined with the unforeseen decline in earnings, resulted in Net Debt/EBITDA of 3.87x at 30 June 2017.

Given the current leverage and substantial growth opportunities available, the Board has not declared any dividends in relation to FY2017. This is a cautious short-term measure under the current conditions and the Directors intend to reinstate the dividend as soon as it is deemed prudent.

A summary of key financial details is shown in the 5 Year Financial Summary on page 76.

IMAGES: Top to bottom - Edge (Marketing Solutions), *Constrictor* at Wet'n'Wild, Village Cinemas Gold Class



THEME PARKS

FY2017 was a very challenging year for Village Roadshow Theme Parks ("VRTP") and the Australian Theme Park industry as a whole. The impact of the tragedy which occurred at Dreamworld on 25 October 2016 resulted in an extremely disappointing outcome for the Theme Parks division.

VRTP delivered an FY2017 EBITDA result of $55.9 million, compared to $88.0 million in the prior year. Operating profit (loss) before tax excluding material items and discontinued operations ("PBT") was a loss of $8.8 million for FY2017, compared to a profit of $23.4 million for the prior year.

Despite a solid start to the VIP and Membership programs at the Gold Coast parks in FY2017, attendance declined substantially following the tragedy at Dreamworld. The decline was seen primarily in the core Queensland market. This is unsurprising given the high profile the Theme Park industry has in South East Queensland, the extensive media coverage of the tragedy, and subsequent local media coverage of routine ride stoppages. Additionally, membership renewals declined markedly following the tragedy but have since stabilised, albeit at lower levels. The combined impact on attendance and membership renewals resulted in a decline in both in-park and admissions revenue.

Sea World Resort underperformed the prior year, however it remains ranked at number one in its competitor set. Paradise Country delivered a result in line with the prior year and Village Roadshow Studios delivered an all time record result.

A number of projects were completed during the current year, enhancing the guest experience. These included the virtual reality upgrade to *Arkham Asylum*, the opening of the *DC Villains* area and the *Doomsday Destroyer* ride at Warner Bros. Movie World; the introduction of eco tents at Paradise Country, and the renovated Plaza at Sea World which offers all-weather shelter for park guests.

During the second half of FY2017 and into the 2018 financial year ("FY2018"), VRTP has proactively marketed and continued a number of promotional projects aimed at building the parks back to prior years' results. This included a media campaign focussed on "The MAGIC can be yours NOW" as well as actively tackling the local market perception of ride risk with targeted safety videos sent directly to the marketing database as well as being distributed through digital channels.

Key initiatives in FY2018 include the *DC Rivals HyperCoaster* at Warner Bros. Movie World, as well as the display of Mishka, the new polar bear cub, an interactive Splash Zone, a new seal show, and Sea Jellies, all at Sea World.

Work continues to bring the first Topgolf to Australia at the Oxenford site, adjacent to Warner Bros. Movie World in mid-2018. Topgolf is a global leader in sports entertainment and has enjoyed enormous success. Topgolf has opened 31 sites in the USA so far (with a further nine sites under construction) and achieved outstanding paybacks. This project utilises some of the available land at Oxenford and diversifies VRTP's offering.

IMAGES: Top to bottom - *Doomsday Destroyer* at Warner Bros. Movie World, Mishka and Liya at Seaworld, *Tornado* at Wet'n'Wild.

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Wet'n'Wild Sydney opened its summer season in September 2016 to solid attendance on warm weather days. A number of enhanced guest experience initiatives, including a ride reservation system, additional shade, enhanced food menu and the *Dinosaur Lagoon* exhibition were introduced and were well received by guests. Unfortunately, following the Dreamworld tragedy, Season Pass sales and attendances declined and Wet'n'Wild Sydney delivered an EBITDA of $3.1 million for FY2017, down from $9.0 million in the prior year.

The focus in Wet'n'Wild Sydney in FY2018 will be providing the best possible guest experience and tracking progress through the Net Promoter Score system, refining the media approach, targeting western Sydney to build brand equity and loyalty, and reducing operational costs through a streamlined calendar and targeted events and utilising Gold Coast managers on a rotational basis.

Wet'n'Wild Las Vegas (50.09% owned by VRL) closed for the 2016 season in late September 2016, and re-opened for the 2017 season on 1 April 2017. A change in the school calendar saw the park lose 10 operating days in FY2017, and a tragic drowning at the competitor waterpark in mid-June 2017 further impacted results. The park delivered an EBITDA of $3.5 million for FY2017. A focus on customer service to attract the local customer base will continue at this park.

In Asia, VRTP is progressing two major opportunities, with customary Asian long lead times. VRTP is currently providing consulting services for the development of China's first Wet'n'Wild branded water park at Haikou on Hainan Island and will operate the park following its opening, expected in the first half of calendar year 2018. VRTP is also consulting on the development of Lionsgate Entertainment World at Novotown on Hengqin Island, themed around some of Lionsgate's key franchises, such as *The Hunger Games* and *Twilight*. VRTP will also manage its operations after opening, expected in calendar year 2019.

The Gold Coast theme parks saw positive signs of recovery in attendance in the fourth quarter of FY2017 and into FY2018. The Gold Coast parks had a strong pre-sales campaign at the end of FY2017, and deferred revenue taken into FY2018 is largely in line with that taken into FY2017.

It is expected that the Australian Theme Park market may take some time to recover from the tragedy that occurred at Dreamworld in October 2016. However, an uncompromising approach to safety is integral to the guest experience and the Village Roadshow Theme Parks brand. This approach is manifest in the quality of attraction selection, safety awareness programs and induction processes to ingrain VRL's safety culture in all team members. These programs are benchmarked on the highest global industry standards. It is expected that the division will deliver an FY2018 EBITDA result which is a substantial improvement on FY2017.

IMAGES: Top to bottom - *Superman Escape* and *Doomsday Destroyer* both at Warner Bros. Movie World, Paradise Country, Wet'n' Wild.

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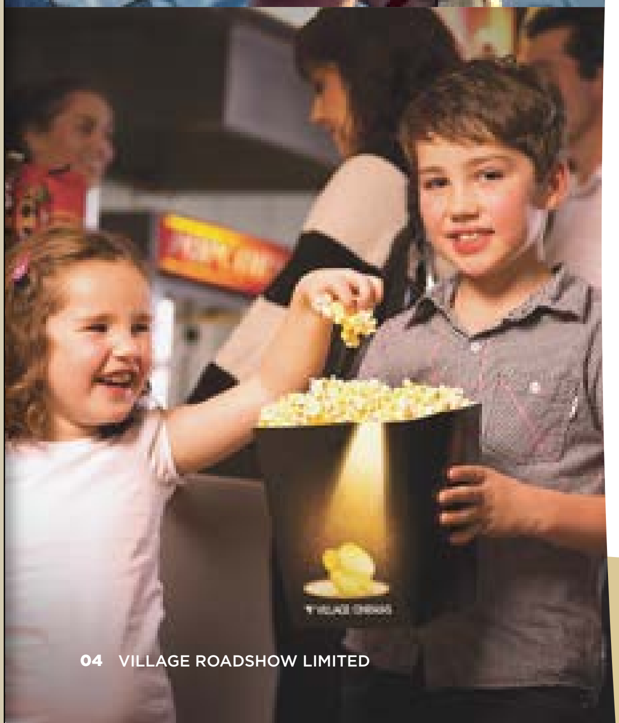


CINEMA EXHIBITION

The Cinema Exhibition division delivered an EBITDA result of $76.6 million in FY2017 ($82.0 million in the prior year). While the division did not reach the prior year's record result, this is a solid outcome as it only included 11 months of the Singapore based Golden Village cinema exhibition circuit earnings, as this investment was held for sale from 1 June 2017. In addition the division was cycling the strong box office of *Star Wars: The Force Awakens* in FY2016 and some final quarter FY2017 titles underperformed expectations. Top titles in FY2017 included *Rogue One: A Star Wars Story, Beauty and the Beast, Suicide Squad, Guardians of the Galaxy 2* and *Wonder Woman*.

The Australian Cinema Exhibition business delivered its second highest full year EBITDA on record. This was despite the reopening of a competitor site at Chadstone, closures of Village Cinema screens for upgrades now completed at Hobart (Tasmania) and Southland (Victoria), tactical pricing initiatives at target sites and the roll off of Virtual Print Fees.

Village "Cinemas" has seen a change in emphasis to Village "Entertainment". The Cinema Exhibition division has a clear strategy to position itself as a destination of choice through a diverse offering of exceptional experiences which are complemented by high standard traditional cinemas. These concepts appeal to specific market segments and give Village Entertainment a competitive advantage over other offerings in the market.

This strategy has a demonstrated ability to drive increased average ticket price and incremental spend per person. In FY2017, a higher mix of Gold Class and the successful expansion of premium concepts drove increased average ticket price in the Victorian circuit, with Gourmet Popcorn and record Functions & Events sales also driving spend per person.

The division has now introduced the very successful new concept, Junior, at Southland (opened December 2016) and Fountain Gate (opened June 2017) in Victoria. This concept has exceeded expectations, driving increased average ticket price, spend per person and admissions.

Combined with the successful introduction of premium bar concepts at the Jam Factory and Rivoli sites in Victoria and further roll out of premium, (Hobart and Southland), VRL continues to enhance the going out experience and drive incremental revenue.

In line with its strategy to expand into population growth corridors, the division also has a number of new sites committed and will also continue the targeted roll out of premium concepts nationally.

The Golden Village cinema circuit in Singapore (50% owned by VRL) delivered an EBITDA of $8.4 million (share of associate's profits) for the 11 months to 31 May 2017 and increased market share to 44.5% from 43.7% in the prior year. This was a strong result as uncertain economic conditions saw Singapore's box office industry decline 6.8% over FY2017. The eight screen site under development at the SingPost Centre at Paya Lebar is expected to open in the first half of FY2018.

As noted above, VRL's 50% stake in Golden Village has been treated as held for sale since 1 June 2017, and the potential sale of this stake is well advanced.

IMAGES: Top to bottom - Roc's Jam Factory, *Wonder Woman*, Village Cinemas

CORPORATE REVIEW
CORPORATE DIRECTORY

During FY2017, USA based iPic Theaters ("iPic") raised additional capital, and VRL's ownership was diluted from 30% to 28%. iPic opened three new sites during the year, at Fulton Market in Manhattan, Fort Lee in New Jersey, and Dobbs Ferry in New York, and all three are performing to expectations.

During the year VRL settled the long-running dispute relating to the Belfast cinema lease, and is now operating the cinema under a short-term rent free arrangement. No further trading losses associated with this site are expected, and VRL welcomes the conclusion of this long running matter.

FY2018 has opened with sound results from *Spider-Man: Homecoming*, *IT* and *Dunkirk*. The division is forecasting a stronger second quarter of FY2018 with *Star Wars: The Last Jedi*, *Justice League*, *Avengers: Infinity War* and *Thor: Ragnarok*.

FILM DISTRIBUTION

The Film Distribution division ("Roadshow") delivered an FY2017 EBITDA of $21.2 million after a challenging year ($24.5 million in the prior year). The division was negatively impacted by the underperformance of some film titles and the ongoing decline of the physical (DVD and Blu-Ray) market.

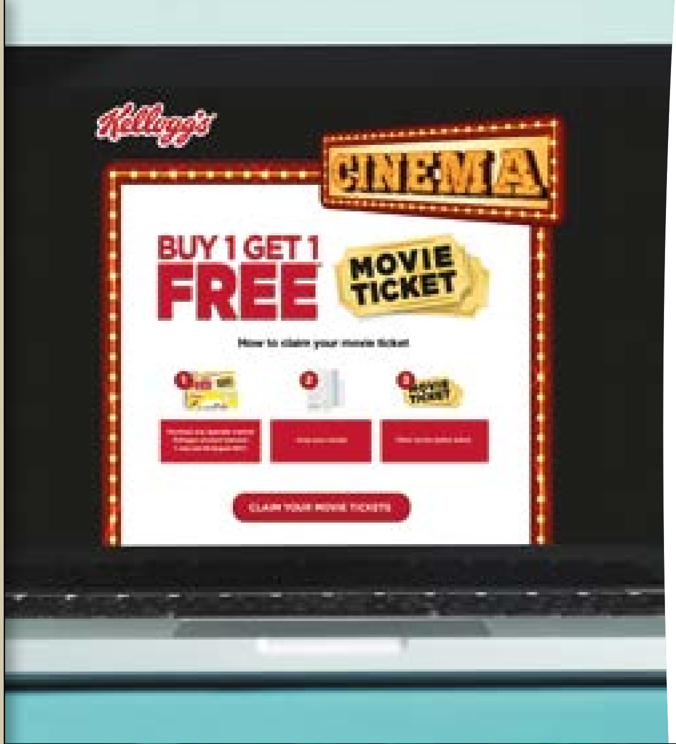
Roadshow is morphing to a new business model which consists of four pillars. Firstly, the division is aligning costs in the core distribution business, with a structured approach to reductions in the cost base delivering recurring savings of approximately $2 million per annum in addition to savings already implemented. The core business will also focus on targeted film acquisitions and content partner selection, combined with an increased focus on direct engagement with customers through the division's digital marketing strategy.

Second, Roadshow is also expanding its presence in television production with Roadshow Rough Diamond and BlinkTV. The first production, the miniseries *Romper Stomper*, is shooting in Melbourne. Third, in the theatrical sphere, Roadshow is well advanced in putting in place the building blocks for a portfolio of quality Australian product which is planned to be financed by a third party film investment fund. Finally, the division's investment in FilmNation continues to provide positive exposure to an international sales and production company.

The Film Distribution division's sales have been adversely impacted by piracy, however, new government legislation has enabled site blocking of pirate sites that constitute 95% of the illicit traffic. Concurrent with this action, the industry has launched a powerful national public relations campaign that piracy is illegal and warning people of the real dangers of malware and stolen credit card details that exist in the pirate space. It is expected, based on overseas experience, that these initiatives and others will significantly reduce piracy, which should remove this negative impact on Roadshow's results.

Major titles for the division in FY2018 include *Justice League, IT, Tomb Raider, Ready Player One, Ocean's Eight,* as well as new releases from major TV franchises, *Game of Thrones* and *Westworld*. Roadshow's FY2018 EBITDA will depend on film performance.

IMAGES: Top to bottom - *The Big Sick, Dunkirk, Romper Stomper*



MARKETING SOLUTIONS

The Marketing Solutions division delivered EBITDA of $9.8 million for FY2017, up from $8.0 million in the prior year, as the division added staff and aligned for future growth.

The Marketing Solutions division has continued to invest in and develop its cutting edge technical platform capabilities to deliver highly scalable and increasingly integrated promotional solutions. This will enable geographic expansion and support the growth profile of the business.

In line with Edge Australia's business strategy, the current year result was primarily driven by strength in the division's Promotions and Digital offerings. In July 2017, Edge Loyalty rebranded as Edge, reflecting the move toward a more sophisticated suite of digital platform based promotional solutions. In early FY2018 Edge will launch its unique combination of digital platforms and engaging rewards into the Asian market.

UK based Opia's FY2017 result was impacted by Brexit, with a softening of market sentiment reducing promotional activity in the core UK market, and the devaluation of the UK Pound resulting in lower earnings reported in Australian dollars. Notwithstanding the short term negative economic influences on Opia, the fundamentals are strong. Opia has seen stable sales in Europe, and the newly appointed teams in USA and Asia have seen good interest, with campaigns run in both regions in the last quarter of FY2017.

FY2018 has started well, with a number of promotions in the market for key clients, and the first Edge promotion in the Asian region will be launched for Microsoft. The division will continue to expand its global footprint with Edge and Opia moving into Asia and Opia further into the USA in FY2018, and the Marketing Solutions division is expected to slightly outperform FY2017.

FILM PRODUCTION

Village Roadshow Entertainment Group ("VREG") has recently had a run of disappointing films including *The Brothers Grimsby, Fist Fight, Collateral Beauty* and *Passengers*. This has ever been the nature of the portfolio business which has always been hit driven. To strengthen the business' future, VREG has joined with Vine Alternative Investments. Following the latest restructuring, VRL has reduced its shareholding to 20% of what will be a stronger entity.

The strategic plan for the business is to enhance core competencies and drive long-term value through a focus on the portfolio of proven global sequels and franchises including *Matrix, Ocean's* and *Mad Max*, driving the Chinese production joint venture with Perfect World, VREG and WME-IMG, and diversifying into new business streams leveraging Vine's and VREG's deep copyright library.

The division is on the brink of three very strong projects in *Ready Player One, Ocean's 8* and *The 15:17 Train to Paris*. VRL has never felt more confident about the potential future capital growth in this part of the business.

IMAGES: Top to bottom - Edge (Marketing Solutions), Village Cinemas Gold Class, *The Hitman's Bodyguard*

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CORPORATE AND OTHER

Total net Corporate & Other costs for FY2017 were $33.5 million, compared to $39.6 million in the prior year, and the current year EBITDA was a $27.2 million loss, compared to a $33.7 million EBITDA loss in the prior year.

The VRL Group had net debt of $527.1 million at 30 June 2017, giving a gearing ratio of 57%. VRL remains in compliance with its debt covenants. The Board has been actively working towards reducing gearing significantly. This includes the potential sale of VRL's 50% stake in the Singapore Cinema Exhibition business, Golden Village, which is well advanced, and the potential sale and long-term leaseback of the Company's freehold land at the Oxenford, Queensland site. The group will remain focussed on cost control and judicious capex spending, with FY2018 capex expected to be largely in line with FY2017 excluding the investment in Topgolf.

Material items loss after tax of $90.3 million in FY2017 comprised the following:

- Equity-accounted losses on net investments of $25.8 million, being the previously announced losses of $6.6 million in relation to the VREG subordinated loan of USD 5 million, and $19.2 million in relation to iPic contributions of USD 14.3 million;
- Restructuring costs totalling $4.7 million across the VRL group;
- Impairment of assets and other non-cash adjustments totalling $72.3 million, including the previously announced impairment of assets at Wet'n'Wild Sydney of $55.0 million, impairment of assets at the Gold Coast Theme Parks of $4.8 million, and write-downs of $12.4 million in relation to Film Distribution Royalties;
- Gain on reversal of the onerous lease provision relating to Belfast of $7.5 million; and
- Dividend received from Singapore asset held for sale of $5.0 million.

VRL continues to operate its businesses in an environmentally and socially responsible manner whilst continuing to maximise long term shareholder value. The Company continues its sustainability initiatives in its operating businesses and also remains a firm supporter of charitable and community involvement endeavours. Summarised information and reporting on these matters is available on the Company's website at **www.villageroadshow.com.au**.

IMAGES: Top to bottom - *IT*, *Ocean's 8*, Edge (Marketing Solutions), *Storm Coaster* at Sea World

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IN CONCLUSION

VRL Co-Executive Chairman and Co-Chief Executive Officer, Mr. Robert Kirby said:

"In a time of unexpected turbulence in the trading of our biggest business we have been concentrating on consolidating costs and reaffirming the strength in VRL's capital structure by way of asset sales and debt reduction. We will emerge out of the setback stronger."

VRL Co-Executive Chairman and Co-Chief Executive Officer, Mr. Graham Burke said:

"Stealing from the words of Queen Elizabeth, this truly has been our *annus horribilis*. The good news however is that it doesn't reflect any underlying issue with our primary business and there is no doubt with the energy and planning in place that we will turn it around."

The essence of VRL is going out. Disruption from the internet challenges large sectors of commerce and in particular areas of retail and media. While people may want savings and the convenience of shopping at home, they will always want to go out for entertainment. VRL's primary businesses are going out experiences whether it be theme parks, cinemas or the exciting Topgolf concept opening on the Gold Coast in mid-2018.

On behalf of the Board we wish to thank the Company's dedicated, talented and loyal staff and management for their outstanding contributions during the year.

We thank all our customers for their continued support and we thank you, our shareholders, for your support throughout the year.

ROBERT G. KIRBY

GRAHAM W. BURKE

IMAGES: Top to bottom - *Ready Player One*, Edge (Marketing Solutions), *Wonder Woman*, *Sponge Bob Splash Bash* at Sea World Resort

CORPORATE REVIEW
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CORPORATE DIRECTORY

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Investor Inquiries

To ensure shareholders and other interested parties can keep up to date on the Company, Village Roadshow Limited's website contains information on the Company including its business unit profiles, result announcements, stock exchange releases and other information for investors. The site can be accessed at **www.villageroadshow.com.au**

Please contact the Company's share registry for all inquiries on your Village Roadshow shareholding, such as confirmation of shareholding details and change of address advice.

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