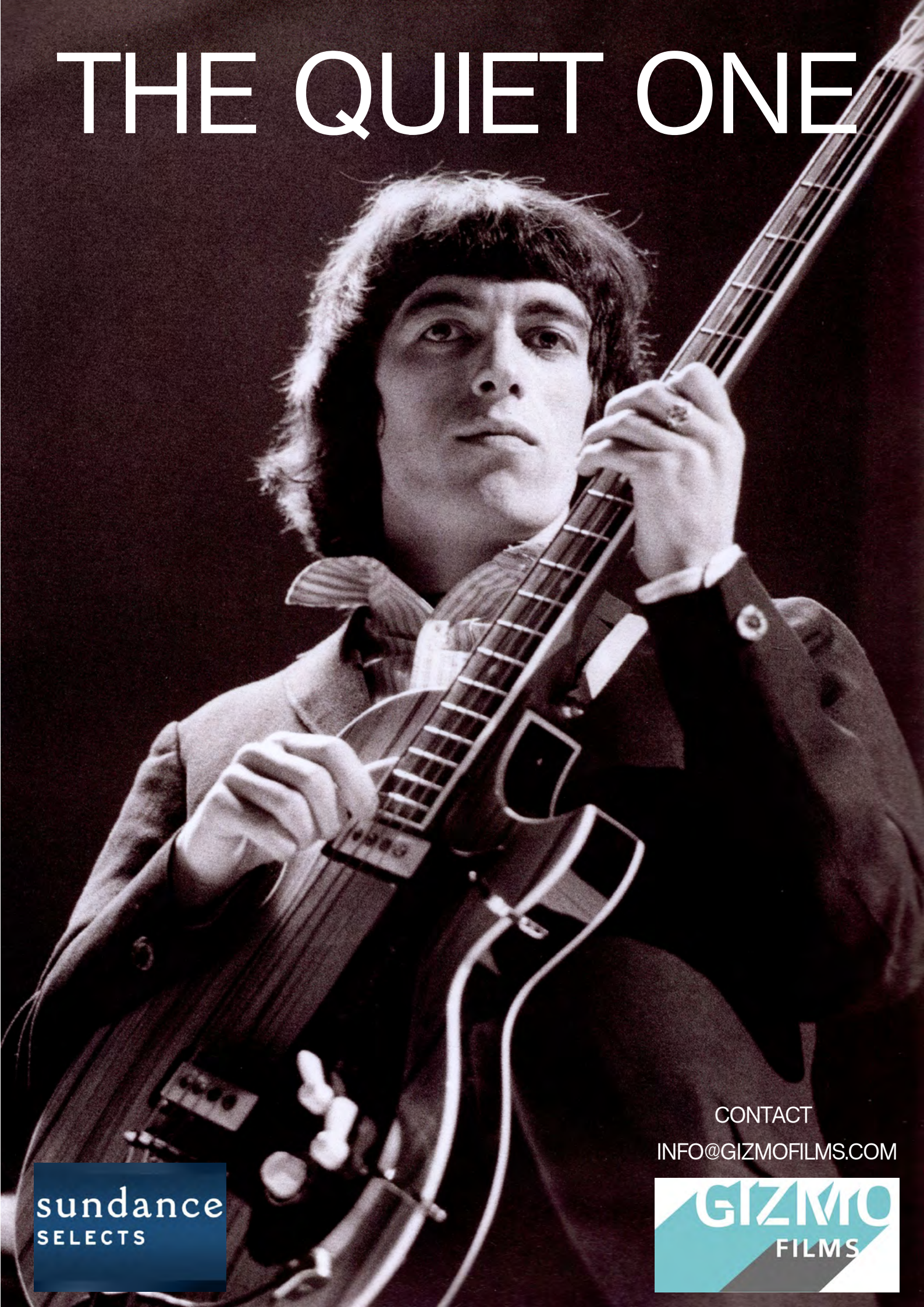


THE QUIET ONE



sundance
SELECTS

CONTACT
INFO@GIZMOFILMS.COM

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THE QUIET ONE

THE AUTHORISED BILL WYMAN STORY

THE QUIET ONE is a feature documentary offering a unique behind-the-scenes look at the highs and lows of the life of Bill Wyman, former founding member of the Rolling Stones and Renaissance man of rock'n'roll.

This phenomenal archive has never been available to filmmakers before

- › 20% INITIAL ROI FOR ALL INVESTORS, uncapped profit share & lifetime royalties.
- › TOP DISTRIBUTOR IFC/Sundance Selects HAS ALREADY BOUGHT US RIGHTS
- › UK GOVERNMENT SUPPORT FROM BFI APPROVED UK TAX CREDIT.
- › EIS AVAILABLE – DERISK, SAVE TAX 30% OF YOUR INVESTMENT, NO CGT
- › FILMING COMPLETED - REDUCING FURTHER INVESTMENT RISK
- › 2-3 YEAR EXIT (3 FOR EIS) - NO LONG TERM TIE-UP
- › DEFER YOUR CAPITAL GAINS FROM STOCKS OR PROPERTY WITH FILM EIS

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Investment open now – returns in 2018

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FILM SYNOPSIS

Throughout his life Bill Wyman shot hours of “unseen” film footage, took thousands of photographs and collected a vast archive of memorabilia. Bill also kept a detailed diary to accompany these treasures.

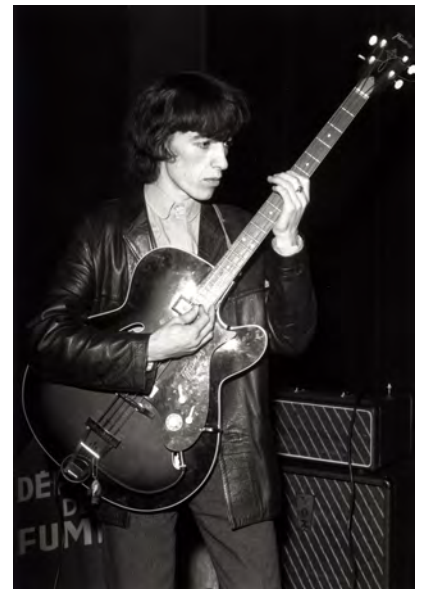
The film uses this private, one of a kind collection alongside interviews with Bill's family and friends to take the audience on a first hand journey through Bill's life. Exploring his childhood in the war, the golden age of Rock & Roll and life in the present day, these are the experiences and stories of an amusing, engaging and down-to-earth man; often simply called 'The Quiet One'.

“My life has been an extraordinary adventure, the time feels right to delve into the archive and tell my story before I croak.”

- Bill Wyman

“Bill Wyman is legendary not only because of the fact that he was a founding member of the Rolling Stones but also because he had unfettered access to the extraordinary world of rock ‘n’ roll over several decades. We are thrilled to be partnering with Oliver Murray, My Accomplice and Dan Braun to let the world see this amazing behind-the-scenes imagery of the rock ‘n’ roll era.”

-Jonathan Sehring and Lisa Schwartz, co-presidents of IFC Films/Sundance Selects



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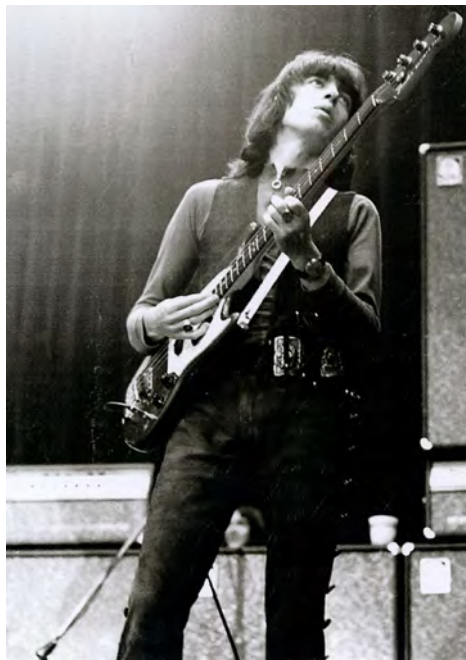
GIZMO FILMS was established in 1997 and has been the producer of numerous documentary films for TV including the BBC, ITV and Discovery and has since 2012 produced 4 feature length documentaries and 5 full length fiction feature films.

Gizmo recently produced the theatrically released and critically acclaimed 'Mad to be Normal' starring David Tennant, Elisabeth Moss, Michael Gambon and Gabriel Byrne as well as 'Funny Cow' with Maxine Peake, Stephen Graham and Paddy Considine which premiered at the BFI London Film Festival in October 2017.



Gizmo Films Productions is a full member of the EIS Association, the official trade body for the Enterprise Investment Scheme.





DIRECTOR & PRODUCTION COMPANY



OLIVER MURRAY - DIRECTOR

Oliver Murray started his film-making career in London, directing music videos for a number of highly regarded music acts including The Horrors, The Vaccines, Midlake and Noel Gallagher before progressing to directing short films and commercials.

Oliver shot his first short film, 'Henka Dance' in 2011 which was commissioned by Channel 4 and premiered on the first series of C4's Random Acts. In 2012 he directed 'Treasure', a short documentary about a British treasure hunter. This award-winning film was screened all over the world at festivals including Chicago International Short Film Festival, Bristol Encounters and the London Short Film Festival. This led to numerous documentary commissions from brands including Red Bull, NatWest, LinkedIn and Microsoft.

'A Stranger Kind', starring Screen International's 'Star of Tomorrow' Eleanor Tomlinson is Ollie's third short film and his debut drama. 'The Quiet One' is Ollie's first documentary feature.

myAccomplice.

PRODUCTION COMPANY - MY ACCOMPLICE

My Accomplice is a boutique London-based production company established in 2013 by Jamie Clark. Formerly of Pulse Films, Jamie orchestrated Pulse's move into feature music documentaries and produced or exec produced titles including 'LCD Soundsystem: Shut Up and Play the Hits' and 'The Libertines: There Are No Innocent Bystanders', as well as developing the recent Edwyn Collins documentary 'The Possibilities Are Endless'.

My Accomplice represents a roster of emerging directors across music videos, commercials and branded content. Talent-led development is at the core of the company's ethos and the company is committed to tailoring a feature film development path for each of its directors that is bespoke to each filmmaker's ambitions and needs. A dedicated film production department focuses on the production of theatrical documentaries. My Accomplice currently has five documentary projects and one narrative feature in various stages of development and production. www.myaccomplice.co.uk



SALES AGENT & DISTRIBUTOR



Submarine is a New York based hybrid sales, production and distribution company run by twin brothers and co-founders Dan and Josh Braun.

The company has been involved with the sale of five out of the last eight Academy Award-winning documentaries: 'Citizenfour', '20 Feet From Stardom', 'Man on Wire', 'The Cove' and 'Searching for Sugar Man'. Submarine has a yearly slate of around 45-50 films of which 80% are documentaries.

Other films in Submarine's portfolio include: 'Life Animated', 'The Witness', 'Weiner', 'Sunshine Superman', 'Iris', 'Blackfish', 'The Wolfpack', 'Finding Vivian Maier', 'Muscle Shoals', 'Dior and I', and 'The Cave of Forgotten Dreams' among many more. Films produced or executive produced by Submarine include 'Page One; Inside the NY Times', 'Kill Your Idols' and 'Peggy Guggenheim Art Addict'. Recent series include hit Netflix series 'The Keepers'.

Submarine consists of Submarine Entertainment, the sales division, Submarine Deluxe, the distribution label, Submarine Films, the production label and has two overseas joint ventures; NFP Submarine Doks in Germany which releases approx. 8-12 docs per year, and Non-Stop Submarine which releases up to 15 docs per year.



IFC Sundance Selects (Has acquired US rights)

Established in 2009 and based in New York City, Sundance Selects, part of IFC films, is a leading U.S. distributor of prestige films focusing on American independents, documentaries and world cinema. Previous releases include the Palme d'Or winning 'Blue is the Warmest Color'

Cristian Mungiu's double Cannes Prize winner 'Beyond the Hills'; Abbas Kiarostami's 'Like Someone in Love' and 'Certified Copy'; the Oscar-nominated documentaries 'Finding Vivian Maier', 'Dirty Wars', and 'How to Survive a Plague'; Wim Wender's 'Pina', Werner Herzog's 'Cave of Forgotten Dreams', Cindy Meehl's 'Buck'; and the Dardennes Brothers' 'The Kid with a Bike' and Oscar-nominated 'Two Days, One Night'. Sundance Selects is a sister label to IFC Films and IFC Midnight, and is owned and operated by AMC Networks Inc. www.ifcfilms.com



PRODUCTION TEAM



JAMIE CLARK

Jamie Clark has worked as a producer in music, documentary and branded content for over 10 years. In 2006 he was a founding member of Pulse Films, where he set up the music department working on music video, short form content and live shows, later expanding into film and branded entertainment.

Jamie orchestrated Pulse's move into producing feature length music documentaries and produced or exec produced features including 'Let Us Be Golden', 'Blur: No Distance Left to Run' and 'LCD Soundsystem: Shut Up and Play the Hits'. He produced and self-distributed 'The Libertines: There Are No Innocent Bystanders' and developed the recent Edwyn Collins' documentary 'The Possibilities Are Endless'.

Jamie set up **My Accomplice** in 2013 with a roster of seven directors working on music videos, commercials, brand films and features. The company expanded into feature film making in 2014 with a focus on culture-led commercial and creative documentaries.

JASON BICK

Jason Bick has worked in the music industry since 1989 at a senior level across music services including studio and rehearsal facilities, artist management, label and publishing, venue and festival businesses and print & online media. From 2000-2008 he worked within Channelfly.com PLC and its successor MAMA Group PLC as Managing director of its commercial division before the group was sold to HMV in 2008. From there he became Managing Director of the award-winning Clash Magazine and then Head of New Business at Pulse Films. During his time at Pulse Films Jason was Associate Producer on the Sundance and BAFTA-nominated Nick Cave documentary '20,000 Days On Earth'. Jason is currently Creative Director at **Time INC (UK)** developing projects from the vast magazine archive that dates back to 1853.



JENNIFER CORCORAN

Head of Development Jennifer Corcoran joined **My Accomplice** in 2014 and works across creative development, financing and production of their feature film slate. At present she manages a development slate of five documentaries and one narrative feature.

Jennifer joined the company from Film London, where she worked in international film finance and business development. With a background in film sales at companies including Focus Features, Protagonist Pictures and Odyssey Entertainment, Jennifer brings with her a global network of distribution and finance relationships as well as a keen understanding of the international film marketplace. Jennifer is also experienced in script coverage and story development.

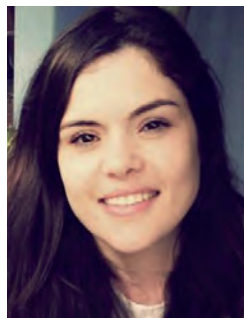
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EXECUTIVE PRODUCERS



DAN BRAUN

Executive Producer Dan Braun is the co-founder and co-president of New York based sales, production and distribution company **Submarine Entertainment**. Mr. Braun has been involved with the sale of many feature films and documentaries including 'Life Animated,' 'Blackfish,' 'The Wolfpack,' 'Citizenfour,' '20 Feet From Stardom,' 'Finding Vivian Maier,' 'Man on Wire,' 'Woody Allen an Untitled Documentary,' 'Searching for Sugar Man' and 'Tiny Furniture' among others.



CHARLOTTE ARDEN

Executive Producer Charlotte Arden of **Gizmo Films**, has extensive marketing and filmmaking experience and has successfully produced a number of feature length documentaries and feature films including as Producer of 'Mad to be Normal' with David Tennant, Elisabeth Moss and Michael Gambon and as Executive Producer of 'Funny Cow' with Maxine Peake, Stephen Graham & Paddy Considine raising significant private equity.



PETER DUNPHY

Executive Producer Peter Dunphy of **Gizmo Films** has 25 years' experience of investment including EIS, building international businesses and formulating successful exit strategies. He has been CEO of a major international business services group and worked as Investment Director for The Dragons Den's James Caan. Since 2012 he has produced 7 feature films, most recently 'Two Graves' featuring Dave Johns of Palme D'Or winning 'I Daniel Blake'. He is a member of the City of London Corporation and Consultant for Weatherbys Private Bank.

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COMPANY INFORMATION AND PROFESSIONAL ADVISERS

The new company '**The Quiet Ones Limited**' will produce the feature documentary film. As a new company, shareholders benefit from special and very generous tax advantages (See below). Incoming revenues from the film and any ancillary projects will flow into the company as the project is distributed in cinemas, Video on Demand, airlines, DVD/BluRay and TV. With the existing commitments from Submarine and Sundance Selects we can be confident of widespread distribution. Incoming cash becomes the company's shareholders funds allocated pari passu to investors.



The company accountants **Nyman Libson Paul** www.nlpca.co.uk are a UK wide firm formed in 1933. Clients include major corporations, film companies, musicians, record labels, and media publishers. Specialisms include company formations and tax and they have managed hundreds of successful EIS and SEIS schemes.

LEE&THOMPSON

The Company lawyers are **Lee & Thompson** www.leeandthompson.com one of the UK's leading firms of specialist media law firms who represent a wide variety of award-winning producers and some of the industry's best-known financiers, distributors, sales agents and UK government bodies.

MOLINARE

Post-Production partner is top UK company **Molinare** www.molinare.com of 'Baby Driver', 'The Crown', 'Brooklyn', 'The Night Manager', 'Ex Machina', 'I, Daniel Blake', 'The King's Speech', 'Downton Abbey' and 'Doctor Who'.

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TAX BENEFITS OF INVESTING

ENTERPRISE INVESTMENT SCHEME (EIS) benefits are available. The Government introduced this scheme back in 1994, as a way to encourage investment into start-up and growing companies that are not listed on the Stock Exchange. This is fully approved, and promoted, by HMRC. Gizmo Films only ever works with HMRC pre-approved schemes.

INCOME TAX RELIEF

This is available to UK tax paying individuals only, who subscribe for shares in an EIS. Relief is at 30% of the cost of the shares, to be set against the individual's Income Tax liability for the tax year in which the investment was made.

There is a 'carry back' facility which allows the all or part of the cost of shares acquired in one tax year, to be treated as though those shares had been acquired in the preceding tax year. For 'The Quiet One' this means that investors can claim relief relating to the 2016-17 tax year. **The shares must be held for 3 years or Income Tax relief will be withdrawn.**

CAPITAL GAINS TAX EXEMPTION

If you have received Income Tax relief (which has not subsequently been withdrawn) on the cost of the shares, and the shares are disposed of after they have been held for the minimum period to qualify for Income Tax Relief (above), any gain is free from Capital Gains Tax.

LOSS RELIEF

This provides a 'worst case scenario' insurance of extra tax rebate if you do not make a profit on EIS investments de-risking the investment further. If the shares are disposed of at a loss, you can elect that the amount of the loss, less any Income Tax relief given, can be set against income of the year in which they were disposed of, or any income of the previous year, instead of being set off against any capital gains. This adds a further 31.5% of relief to higher rate tax payers increasing the income tax relief to 61.5% of the investment.

CAPITAL GAINS TAX DEFERRAL RELIEF

The payment of tax on a capital gain can be deferred where the gain is invested in shares of an EIS company. There are no minimum or maximum amounts for deferral. Investors may claim both Income Tax and capital gains deferral relief. If you have made taxable gains from e.g. property investments this is an excellent way of offsetting Capital Gains Tax. This benefit can be combined with the income tax benefits outlined above.



INVESTMENT TERMS

HOW MUCH CAN I INVEST? The minimum Investment is £10,000. There is no maximum and the total equity funds to be raised are £540,000 (£300,000 of this has already been raised). EIS investments are in Ordinary share capital of 'The Quiet Ones Limited'. Non EIS investors are allocated an equivalent equity stake. All investors will rank pari-passu with other equity shareholders. Cash held in the Company is owned by shareholders. All distributable receipts are paid into an independent 'Collection Agent' escrow account.

WHO CAN INVEST? Investors can come from any country and may be individuals or companies. UK individual Investors must be able to self-certify as a Restricted, High Net Worth or Sophisticated Investor – full details of qualification will be supplied to all prospective investors. EIS benefits are only available to qualifying individual UK income tax payers. For investment sums in excess of 15,000 Euros, AML 'Anti Money Laundering' checks are carried out. This is supply of scan of ID and address details only.

WHEN CAN I EXPECT MY TAX REBATE? You can carry back your investment to the 2016-17 tax year if you have not already maximised your EIS allowance and claim with your tax return due by January 2018, or have your PAYE coding notice amended to recoup the cash by paying less tax. Otherwise you can include your EIS claim with your current year (2017-18) tax return.

WHEN CAN I EXPECT INVESTMENT RETURNS? The typical period for return is from 6-9 months following completion of the film with ongoing returns in years 2 and 3 as the film is released across formats and global territories. The film receipts are distributed quarterly initially from theatrical (cinema) release then Video on Demand/Pay TV, Airlines, Hotels, DVD/Blu-ray and finally terrestrial TV. In the case of 'The Quiet One' the involvement of Submarine Entertainment makes this process much smoother than with many other film projects and the lucrative US market has already been sold. EIS investors are required to hold on to their shareholding for a minimum of three years.

WHAT IS THE EXIT STRATEGY ? Equity investors are paid directly by the independent Collection Agent escrow account that receives and distributes all funds. EIS investors' funds will be allocated to, and held by The Quiet Ones Limited for the required 3 year holding period. Shareholders funds can be released by share buyback, acquisition or dissolution. Unlike dividend payments such returns are classed as capital gains and if the investment has been made as an EIS investment then the returns are 100% free of tax.

AM I BETTER OFF INVESTING IN PROPERTY OR STOCKS AND SHARES ? Stamp Duty, Estate Agent Fees and of course Capital Gains Tax make these expensive investments. Value of investment can go down as well as up. Whilst EIS film investment carries the same risks associated with any small start up business, these risks are mitigated by EIS and unlike e.g. an investment in a tech start up, the initial investment costs are known. Within a balanced portfolio an EIS film investment makes extra sense for property and stock market investors as you are able to offset your gains from these by investing in EIS projects. So it is a great investment to complement a property or stock portfolio. If you have any investment questions not covered here please call or email us at info@gizmofilms.com. We would also be happy to speak directly to your accountant or financial adviser.



PRODUCTION INFORMATION

PRODUCTION BUDGET: £1,190,000 GBP (£1,390,000 including UK government subsidy)

| | |
|--------------------|------------|
| PreSale/Sundance | £650,000 |
| Equity raised | £150,000 |
| Equity to raise UK | £390,000 |
| Tax Credit | £200,000 |
| Total | £1,390,000 |

PRODUCTION SCHEDULE:

| | |
|----------------|------------------|
| Pre-Production | April - May 2017 |
| Production | June – Nov 2017 |
| Completion | December 2017 |
| Distribution | Jan - June 2018 |

WORLDWIDE SALES ESTIMATES

The US has already been sold at a value of £650,000. Together with the UK tax credit of £200,000 this means that global sales outside of the USA only need to reach an additional £540,000 for investors to start to recoup revenues. Investors will also receive a share of US/North America revenues when the Sundance advance is recouped. With the backing of the leading feature documentary sales Company Submarine Entertainment, a major and high profile release guaranteed in the US, and a UK Cinematic and Video on Demand release there is an excellent prospect for a profitable return. The exceptional global reach of the Rolling Stones makes 'The Quiet One' a film that will be popular globally, not just in English speaking territories.

ADDITIONAL BENEFITS FOR INVESTORS

- › **Private and exclusive screening** for Gizmo Films investors hosted by the Producers with an opportunity for Q and A with the filmmakers. Exclusive previews of trailer and clips.
- › **Exclusive Invites** to VIP and private screenings.
- › **Regular production and financial updates** to let you know how the pre-production, shooting, post-production and sales processes are proceeding. The production company directors and accountants will also deal with your shareholder and tax enquiries.



RECOUPMENT EXAMPLE

Equity investors are eligible to a pari passu (Equal to all other Company equity shareholders) return plus a 20% Return on Investment (ROI) premium payment on their investment after distributors are repaid from net receipts. A further 40% of net profits is payable to equity investors after this repayment. These payments are ongoing, uncapped, unlimited and with EIS are free of all Capital Gains Tax.

| Investment | Investment after rebate | Return on breakeven | % Profit |
|------------------|-------------------------|---------------------|----------------|
| £10,000 with EIS | £7,000 | £12,000 | (71% tax free) |
| £10,000 no EIS | £10,000 | £12,000 | (20%) |

Examples above are indicative only. 'Breakeven' is defined as net receipts matching production costs. Whilst the Company is responsible for securing EIS eligibility, individual eligibility for EIS is based on an individual's personal tax circumstances and available to UK tax payers only. Contact us for further information.

RISK AND DISCLAIMER STATEMENT: Shares issue in unlisted companies may be very difficult to sell. Film investment like investment in any start-up venture should be regarded as a relatively high risk and medium term investment and unsuitable for investors seeking short term, low risk returns. Any person considering potential investment opportunities should make their own commercial assessment of an investment opportunity and should consider seeking the advice of an appropriately authorised accountant or regulated financial advisor. Some or all of any Capital invested may be at risk. The information provided in this document is for information purposes only. The contents are not and should not be deemed to be an offer of or invitation to engage in any investment activity and should not be published or otherwise made available to the general public. This document should not be construed as advice or a personal recommendation by any of the production companies to any prospective investor.



NEXT STEPS

1

Call us at Gizmo Films for more info or book a meeting with one of our Executive Producers **Peter Dunphy 07966 531863** or **Charlotte Arden 07799 494090** or email us **info@gizmofilms.com**.

2

Contract with the Production Company 'The Quiet Ones Limited' is issued. Ensure you read all sections of the document and ask for advice if any clarification is needed. This will be counter signed by the film's Producer Jamie Clark.

3

The Production Company's accountants Nyman Libson Paul will issue your shares and apply for EIS clearance to HMRC for your investment and obtain the necessary certification for you to claim relevant tax reliefs. Issuance of EIS forms by HMRC typically takes 2 months from investment.

4

The Production Company will keep you informed with regular email production updates including details of exclusive screenings, events and premiere invites.

The logo for Gizmo Films features the word "GIZMO" in a large, bold, white, sans-serif font. Below it, the word "FILMS" is written in a smaller, white, sans-serif font. The text is set against a teal background that has a diagonal split, with a darker teal or greyish-blue section at the bottom right.