

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2019</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div> <div style="margin-top: 5px;"> ☒ a single-employer plan <div style="margin-left: 100px;">☐ a DFE (specify) _____</div> </div>
B	This return/report is: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>

Part II	Basic Plan Information —enter all requested information
1a	Name of plan <u>HBO LATIN AMERICA 401(K) PLAN</u>
1b	Three-digit plan number (PN) ▶ <u>001</u>
1c	Effective date of plan <u>01/01/1998</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>HBO LATIN AMERICA PRODUCTION SERVICES, L.C.</u> <u>396 ALHAMBRA CIRCLE</u> <u>4TH FLOOR</u> <u>CORAL GABLES, FL 33134</u>
2b	Employer Identification Number (EIN) <u>65-0897610</u>
2c	Plan Sponsor's telephone number <u>305-648-8118</u>
2d	Business code (see instructions) <u>515210</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2020	GUILLERMO VILLA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 447
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 381 6a(2) 362 6b 1 6c 101 6d 464 6e 0 6f 464 6g 420 6h 20
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan HBO LATIN AMERICA 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HBO LATIN AMERICA PRODUCTION SERVICES, L.C.	D Employer Identification Number (EIN) 65-0897610	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	25797	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	5422	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BAIRD SH TM BOND INV - US BANCORP 39-0281260	0.27%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA DIV INC A - COLUMBIA MGT PO BOX 219104 KANSAS CITY, MO 64121-9104	0.50%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CS COMMOD RETURN IS - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.45%

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GLENMEDE SMCP EQ ADV - STATE STREE 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DEVELOP MKTS A - INVESCO CANA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.50%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DEVL P MKTS R5 - INVESCO CANAD 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LOOMIS CORE PL BD A - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.45%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LOOMIS SM CP GRTH R - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.40%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO REAL RTN BD AD - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WF GOVT SECS IS - DST ASSET MANAGE 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.15%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WF SM CO VALUE ADM - DST ASSET MAN 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.35%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan HBO LATIN AMERICA 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HBO LATIN AMERICA PRODUCTION SERVICES, L.C.	D Employer Identification Number (EIN) 65-0897610	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2302810	3159879
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	176659	244289
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	881692	1032062
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	21319400	28062225
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	24680561	32498455

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	24680561	32498455
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	933754	
(B) Participants	2a(1)(B)	2450588	
(C) Others (including rollovers)	2a(1)(C)	104758	
(2) Noncash contributions	2a(2)	0	3489100
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	48885	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	39527	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		88412
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1176289
(B) Common stock	2b(2)(B)	2875	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1173414	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	115452	33214
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	82238	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	13138
(B) Other	2b(5)(B)	13138	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4058122
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		8858275

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	999909	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		999909
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		9575
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	25797	
(4) Other	2i(4)	5100	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		30897
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1040381

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7817894
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PEREZ ABREU AGUERREBER SUEIRO TORRE

(2) EIN: 65-0942623

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		441606
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....			
4d		X	
e Was this plan covered by a fidelity bond?	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2019</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan HBO LATIN AMERICA 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HBO LATIN AMERICA PRODUCTION SERVICES, L.C.		D Employer Identification Number (EIN) 65-0897610
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2019 v. 190130		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

- a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

- b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

HBO Latin America 401(k) Plan

Financial Statements

December 31, 2019 and 2018



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
HBO Latin America 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of HBO Latin America 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedules of Delinquent Participant Contributions and Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2019, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PAST, P.L.

Coral Gables, Florida
August 18, 2020

HBO LATIN AMERICA 401(K) PLAN
FINANCIAL STATEMENTS
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FINANCIAL STATEMENTS

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HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	<u>2019</u>	<u>2018</u>
ASSETS		
Investments, at fair value (Notes 3 and 6):		
Mutual funds	\$ 28,053,171	\$ 21,316,928
Cash and money market funds	3,152,602	2,291,348
Self-directed brokerage accounts	<u>260,620</u>	<u>190,593</u>
Total investments	<u>31,466,393</u>	<u>23,798,869</u>
Receivables:		
Participant contributions	-	58,780
Employer contributions	-	16,830
Notes receivable from participants	<u>1,032,062</u>	<u>881,692</u>
Total Receivables	<u>1,032,062</u>	<u>957,302</u>
TOTAL ASSETS	<u>32,498,455</u>	<u>24,756,171</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 32,498,455</u>	<u>\$ 24,756,171</u>

The accompanying notes are an integral part of these financial statements.

HBO LATIN AMERICA 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2019

ADDITIONS:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 4,109,904
Interest and dividend income	<u>1,219,744</u>

Total investment income	<u>5,329,648</u>
-------------------------	------------------

Interest income on notes receivable from participants	<u>39,527</u>
---	---------------

Contributions:

Participants	2,391,808
Employer	916,924
Rollover	<u>104,758</u>

Total contributions	<u>3,413,490</u>
---------------------	------------------

TOTAL ADDITIONS	<u>8,782,665</u>
-----------------	------------------

DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	1,009,484
Administrative expenses	<u>30,897</u>

TOTAL DEDUCTIONS	<u>1,040,381</u>
------------------	------------------

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	<u>7,742,284</u>
---	------------------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>24,756,171</u>
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End of year	<u>\$ 32,498,455</u>
-------------	----------------------

The accompanying notes are an integral part of these financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the HBO Latin America 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(A) GENERAL

The Plan is a defined contribution 401(k) and profit sharing plan covering certain employees of HBO Latin America Production Services, L.C. (the "Company") who have completed at least three months of service and are at least eighteen years old. Effective April 20, 2018, the eligibility service requirement was eliminated and certain eligible employees will be automatically enrolled in the Plan. The Plan was established in 1998 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(B) CONTRIBUTIONS

Participants may contribute up to an annual limit of the lesser of; 50% of eligible compensation, as defined, or the annual limit as allowed by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans ("rollover"). Participants direct the investment of their contributions and corresponding employer matching contributions into various investment options offered by the Plan. Participants are allowed to designate contributions to both pre-tax and Roth 401(k) classifications.

The Company contributes a non-discretionary matching contribution in an amount equal to 80% of participant contributions, with a maximum matching contribution of \$4,000 per participant. The Company may also make annual discretionary profit sharing contributions in amounts determined by the Company. The Company made employer-matching contributions of approximately \$917,000 for the year ended December 31, 2019.

(C) VESTING

Participants are immediately fully vested in their elective deferral contributions and rollover contributions plus actual earnings thereon. Vesting on the employer's contributions is as follows:

Years of service	Percent Vested
Less than 2	0%
2	25%
3	50%
4	75%
5	100%

Participants are 100% vested, regardless of years of service, when they reach normal retirement age, are totally and permanently disabled, or death occurs.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(D) PAYMENT OF BENEFITS

Benefits are payable on termination of service due to retirement, termination, disability or death. Participants or their beneficiaries may elect to receive a lump-sum distribution as defined in the Plan document. Qualifying participants may also request a hardship distribution from the Plan, as defined by the Plan document.

(E) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeitures of terminated participants' non-vested accounts may be applied to reduce the employer's contribution obligation, if any.

(F) INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee and employer matching contributions to various investment options offered by the Plan. Participants may change their allocations on a daily basis. Fidelity Management Trust Company is the appointed trustee of the Plan's assets at December 31, 2019 and 2018.

(G) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of \$1,000 and a maximum amount of the lesser of; 50% of their vested account balance or \$50,000 reduced by the highest outstanding loan balance in your account during the prior twelve-month period. The loans are secured by the balance in the participant's account and bear interest at a fixed rate range of 3.25% - 5.50%. Principal and interest is paid ratably through periodic payroll deductions. For the year ended December 31, 2019, the Plan had approximately \$17,000 in deemed distributions as a result of delinquent notes receivable from participants.

(H) FORFEITED ACCOUNTS

At December 31, 2019 and 2018, forfeited non-vested accounts totaled approximately \$28,000 and \$54,000, respectively. Forfeited non-vested accounts are used to pay Plan expenses and to reduce the Company's discretionary contributions. During the year ended December 31, 2019, approximately \$116,000 in forfeitures were utilized to fund matching contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

(A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

(B) INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments are valued at market value based on published quotations. Quotations for marketable securities that are not published are obtained from brokerage firms by the Plan trustee. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded in the period earned. Gains and losses on securities sold or redeemed are determined on the specific cost basis.

(C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2019 and 2018, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

(D) USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

(E) PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) PLAN ADMINISTRATION AND FEES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. During the year ended December 31, 2019, approximately \$31,000 in administrative expenses were incurred by the Plan.

(G) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

(H) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 18, 2020, the date when the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2019 and 2018, Level 1 inputs were available and therefore used. No Level 2 and Level 3 inputs were used by the Plan.

Mutual Funds – The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Self-Directed Brokerage Accounts – The fair value of self-directed brokerage accounts is based on the underlying stock price or the net asset values of the investments.

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
December 31, 2019				
Mutual Funds	\$ 28,053,171	\$ 28,053,171	\$ -	\$ -
Cash and Money Market	3,152,602	3,152,602	-	-
Self-Directed Brokerage Accounts	<u>260,620</u>	<u>260,620</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 31,466,393</u>	<u>\$ 31,466,393</u>	<u>\$ -</u>	<u>\$ -</u>
December 31, 2018				
Mutual Funds	\$ 21,316,928	\$ 21,316,928	\$ -	\$ -
Cash and Money Market	2,291,348	2,291,348	-	-
Self-Directed Brokerage Accounts	<u>190,593</u>	<u>190,593</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 23,798,869</u>	<u>\$ 23,798,869</u>	<u>\$ -</u>	<u>\$ -</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2019 are reported in net appreciation in fair value of investments.

NOTE 4 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their account balance, including employer contributions.

NOTE 5 – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

NOTE 6 – INFORMATION CERTIFIED BY THE PLAN TRUSTEE

As of December 31, 2019 and 2018, and for the year ended December 31, 2019, the plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, trustee, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

	<u>2019</u>	<u>2018</u>
Investments at fair value (Note 3)	<u>\$ 31,466,393</u>	<u>\$ 23,798,869</u>
Notes receivable from participants	<u>\$ 1,032,062</u>	<u>\$ 881,692</u>
Investment income, net	<u>\$ 5,329,648</u>	
Interest income on notes receivable from participants	<u>\$ 39,527</u>	

NOTE 7 – RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and money market funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments as they are paid through revenue sharing, rather than direct payment. Expenses paid by the Plan totaled approximately \$31,000 for the year ended December 31, 2019. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 9 – FIDELITY BONDING

The Company maintains a fidelity bond of \$3,000,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA.

NOTE 10 – RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2018, the plan sponsor did not timely remit employee contributions and loan payments in accordance with guidelines set forth by the United States Department of Labor ("DOL") and the Employee Benefits Security Administration ("EBSA"). The DOL considers the untimely remittances prohibited transactions and may impose penalties on the plan sponsor as a result. These financial statements do not include any adjustments that may be necessary as a result of these transactions.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	<u>2019</u>	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 32,498,455	\$ 24,756,171
Less: Participant contributions receivable	-	(58,780)
Employer contributions receivable	<u>-</u>	<u>(16,830)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 32,498,455</u>	<u>\$ 24,680,561</u>

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2019:

Contributions received from participants per the financial statements	\$ 2,391,808
Add: 2018 participant contributions receivable	<u>58,780</u>
Contributions received from participants per Schedule H of Form 5500	<u>\$ 2,450,588</u>

The following is a reconciliation of contributions received from the employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2019:

Contributions received from the employer per the financial statements	\$ 916,924
Add: 2018 employer contributions receivable	<u>16,830</u>
Contributions received from the employer per Schedule H of Form 5500	<u>\$ 933,754</u>

NOTE 12 – SUBSEQUENT EVENTS

During March 2020, the World Health Organization identified a viral disease, COVID-19, as a pandemic. The viral disease began to disrupt business operations in the United States and worldwide during the first quarter of 2020 including supply chains, closures of certain lines of business and/or full closure of business operations. This pandemic may have a significant negative impact on the operations and profitability of the plan sponsor and the value of the Plan's investments. The extent of the impact to the financial performance of the Plan will depend on future developments, including (i) duration and spread of the outbreak, (ii) the effects on the financial markets, and (iii) the effects on the economy overall, all of which are highly uncertain and cannot be predicted.

During March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), was signed into law and includes several provisions affecting employee benefit plans. At the time of issuance of these financial statements, the plan sponsor is still evaluating the impact of these provisions.

During May 2020, WarnerMedia acquired its remaining interest in HBO Latin America Group, and now owns 100% of the Company. At the time of issuance of these financial statements, the plan sponsor does not anticipate that any changes will be made to the Plan as a result of the acquisition.

SUPPLEMENTAL SCHEDULES

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2018 Plan Year	\$ -	\$ -	\$ -	\$ 441,606
Total	\$ -	\$ -	\$ -	\$ 441,606

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

(a)	(b)	(c)	(d)	(e)
Denotes Party in Interest	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	** Cost	Current Value
*	Brokerage Link Cash	Brokerage Account	\$	7,277
*	Brokerage Link Common Stock	Brokerage Account		244,289
*	Brokerage Link Unit	Brokerage Account		4,609
*	Brokerage Link Fidelity Fund	Brokerage Account		4,445
	Baird Short-Term Bond	Value in Registered Investment Company		512,048
	Columbia Dividend Income	Value in Registered Investment Company		1,930,303
	Credit Suisse Commodity Return	Value in Registered Investment Company		77,453
*	Fidelity 500 Index	Value in Registered Investment Company		1,848,355
*	Fidelity Blue Chip Growth	Value in Registered Investment Company		3,429,488
*	Fidelity Contrafund	Value in Registered Investment Company		1,613,389
*	Fidelity Diversified International	Value in Registered Investment Company		1,704,286
*	Fidelity Extended Market Index	Value in Registered Investment Company		593,177
*	Fidelity Freedom Income	Value in Registered Investment Company		726,630
*	Fidelity Freedom 2005	Value in Registered Investment Company		40,341
*	Fidelity Freedom 2010	Value in Registered Investment Company		178,465
*	Fidelity Freedom 2015	Value in Registered Investment Company		165,689
*	Fidelity Freedom 2020	Value in Registered Investment Company		1,127,778
*	Fidelity Freedom 2025	Value in Registered Investment Company		972,698
*	Fidelity Freedom 2030	Value in Registered Investment Company		2,353,551
*	Fidelity Freedom 2035	Value in Registered Investment Company		800,364
*	Fidelity Freedom 2040	Value in Registered Investment Company		975,107
*	Fidelity Freedom 2045	Value in Registered Investment Company		543,326
*	Fidelity Freedom 2050	Value in Registered Investment Company		1,005,879
*	Fidelity Freedom 2055	Value in Registered Investment Company		218,792
*	Fidelity Freedom 2060	Value in Registered Investment Company		39,256
*	Fidelity Government Money Market	Value in Registered Investment Company		3,152,602
*	Fidelity International Index	Value in Registered Investment Company		388,957
*	Fidelity Low-Priced Stock	Value in Registered Investment Company		1,335,750
*	Fidelity Mid-Cap Stock	Value in Registered Investment Company		940,668
*	Fidelity Real Estate Investment	Value in Registered Investment Company		495,578
*	Fidelity U.S. Bond Index	Value in Registered Investment Company		1,263,239
	Glenmede Small Cap Equity	Value in Registered Investment Company		144,553
	Invesco Developing Markets	Value in Registered Investment Company		441,047
	Loomis Core Plus Bond	Value in Registered Investment Company		178,051
	Loomis Sayles Small Cap Growth	Value in Registered Investment Company		223,076
	PIMCO Real Return	Value in Registered Investment Company		177,047
	WF Government Securities	Value in Registered Investment Company		1,439,831
	WF Small Cap Admin Value	Value in Registered Investment Company		<u>168,999</u>
				31,466,393

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

(a)	(b)	(c)	(d)	(e)
Denotes Party in Interest	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	** Cost	Current Value
*	Participant loans	Interest 3.25% - 5.50% (Maturing through October 2029)		<u>1,032,062</u>
				<u>\$ 32,498,455</u>

* Denotes a party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.

See Independent Auditor's Report.

HBO Latin America 401(k) Plan

Financial Statements

December 31, 2019 and 2018



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
HBO Latin America 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of HBO Latin America 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedules of Delinquent Participant Contributions and Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2019, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PAST, P.L.

Coral Gables, Florida
August 18, 2020

HBO LATIN AMERICA 401(K) PLAN
FINANCIAL STATEMENTS
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HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	<u>2019</u>	<u>2018</u>
ASSETS		
Investments, at fair value (Notes 3 and 6):		
Mutual funds	\$ 28,053,171	\$ 21,316,928
Cash and money market funds	3,152,602	2,291,348
Self-directed brokerage accounts	<u>260,620</u>	<u>190,593</u>
Total investments	<u>31,466,393</u>	<u>23,798,869</u>
Receivables:		
Participant contributions	-	58,780
Employer contributions	-	16,830
Notes receivable from participants	<u>1,032,062</u>	<u>881,692</u>
Total Receivables	<u>1,032,062</u>	<u>957,302</u>
TOTAL ASSETS	<u>32,498,455</u>	<u>24,756,171</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 32,498,455</u>	<u>\$ 24,756,171</u>

The accompanying notes are an integral part of these financial statements.

HBO LATIN AMERICA 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2019

ADDITIONS:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 4,109,904
Interest and dividend income	<u>1,219,744</u>

Total investment income	<u>5,329,648</u>
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Interest income on notes receivable from participants	<u>39,527</u>
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Contributions:

Participants	2,391,808
Employer	916,924
Rollover	<u>104,758</u>

Total contributions	<u>3,413,490</u>
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TOTAL ADDITIONS	<u>8,782,665</u>
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DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	1,009,484
Administrative expenses	<u>30,897</u>

TOTAL DEDUCTIONS	<u>1,040,381</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	<u>7,742,284</u>
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>24,756,171</u>
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End of year	<u>\$ 32,498,455</u>
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The accompanying notes are an integral part of these financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the HBO Latin America 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(A) GENERAL

The Plan is a defined contribution 401(k) and profit sharing plan covering certain employees of HBO Latin America Production Services, L.C. (the "Company") who have completed at least three months of service and are at least eighteen years old. Effective April 20, 2018, the eligibility service requirement was eliminated and certain eligible employees will be automatically enrolled in the Plan. The Plan was established in 1998 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(B) CONTRIBUTIONS

Participants may contribute up to an annual limit of the lesser of; 50% of eligible compensation, as defined, or the annual limit as allowed by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans ("rollover"). Participants direct the investment of their contributions and corresponding employer matching contributions into various investment options offered by the Plan. Participants are allowed to designate contributions to both pre-tax and Roth 401(k) classifications.

The Company contributes a non-discretionary matching contribution in an amount equal to 80% of participant contributions, with a maximum matching contribution of \$4,000 per participant. The Company may also make annual discretionary profit sharing contributions in amounts determined by the Company. The Company made employer-matching contributions of approximately \$917,000 for the year ended December 31, 2019.

(C) VESTING

Participants are immediately fully vested in their elective deferral contributions and rollover contributions plus actual earnings thereon. Vesting on the employer's contributions is as follows:

Years of service	Percent Vested
Less than 2	0%
2	25%
3	50%
4	75%
5	100%

Participants are 100% vested, regardless of years of service, when they reach normal retirement age, are totally and permanently disabled, or death occurs.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(D) PAYMENT OF BENEFITS

Benefits are payable on termination of service due to retirement, termination, disability or death. Participants or their beneficiaries may elect to receive a lump-sum distribution as defined in the Plan document. Qualifying participants may also request a hardship distribution from the Plan, as defined by the Plan document.

(E) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeitures of terminated participants' non-vested accounts may be applied to reduce the employer's contribution obligation, if any.

(F) INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee and employer matching contributions to various investment options offered by the Plan. Participants may change their allocations on a daily basis. Fidelity Management Trust Company is the appointed trustee of the Plan's assets at December 31, 2019 and 2018.

(G) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of \$1,000 and a maximum amount of the lesser of; 50% of their vested account balance or \$50,000 reduced by the highest outstanding loan balance in your account during the prior twelve-month period. The loans are secured by the balance in the participant's account and bear interest at a fixed rate range of 3.25% - 5.50%. Principal and interest is paid ratably through periodic payroll deductions. For the year ended December 31, 2019, the Plan had approximately \$17,000 in deemed distributions as a result of delinquent notes receivable from participants.

(H) FORFEITED ACCOUNTS

At December 31, 2019 and 2018, forfeited non-vested accounts totaled approximately \$28,000 and \$54,000, respectively. Forfeited non-vested accounts are used to pay Plan expenses and to reduce the Company's discretionary contributions. During the year ended December 31, 2019, approximately \$116,000 in forfeitures were utilized to fund matching contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

(A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

(B) INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments are valued at market value based on published quotations. Quotations for marketable securities that are not published are obtained from brokerage firms by the Plan trustee. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded in the period earned. Gains and losses on securities sold or redeemed are determined on the specific cost basis.

(C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2019 and 2018, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

(D) USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

(E) PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) PLAN ADMINISTRATION AND FEES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. During the year ended December 31, 2019, approximately \$31,000 in administrative expenses were incurred by the Plan.

(G) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

(H) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 18, 2020, the date when the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2019 and 2018, Level 1 inputs were available and therefore used. No Level 2 and Level 3 inputs were used by the Plan.

Mutual Funds – The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Self-Directed Brokerage Accounts – The fair value of self-directed brokerage accounts is based on the underlying stock price or the net asset values of the investments.

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
December 31, 2019				
Mutual Funds	\$ 28,053,171	\$ 28,053,171	\$ -	\$ -
Cash and Money Market	3,152,602	3,152,602	-	-
Self-Directed Brokerage Accounts	<u>260,620</u>	<u>260,620</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 31,466,393</u>	<u>\$ 31,466,393</u>	<u>\$ -</u>	<u>\$ -</u>
December 31, 2018				
Mutual Funds	\$ 21,316,928	\$ 21,316,928	\$ -	\$ -
Cash and Money Market	2,291,348	2,291,348	-	-
Self-Directed Brokerage Accounts	<u>190,593</u>	<u>190,593</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 23,798,869</u>	<u>\$ 23,798,869</u>	<u>\$ -</u>	<u>\$ -</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2019 are reported in net appreciation in fair value of investments.

NOTE 4 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their account balance, including employer contributions.

NOTE 5 – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

NOTE 6 – INFORMATION CERTIFIED BY THE PLAN TRUSTEE

As of December 31, 2019 and 2018, and for the year ended December 31, 2019, the plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, trustee, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

	<u>2019</u>	<u>2018</u>
Investments at fair value (Note 3)	<u>\$ 31,466,393</u>	<u>\$ 23,798,869</u>
Notes receivable from participants	<u>\$ 1,032,062</u>	<u>\$ 881,692</u>
Investment income, net	<u>\$ 5,329,648</u>	
Interest income on notes receivable from participants	<u>\$ 39,527</u>	

NOTE 7 – RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and money market funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments as they are paid through revenue sharing, rather than direct payment. Expenses paid by the Plan totaled approximately \$31,000 for the year ended December 31, 2019. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 9 – FIDELITY BONDING

The Company maintains a fidelity bond of \$3,000,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA.

NOTE 10 – RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2018, the plan sponsor did not timely remit employee contributions and loan payments in accordance with guidelines set forth by the United States Department of Labor ("DOL") and the Employee Benefits Security Administration ("EBSA"). The DOL considers the untimely remittances prohibited transactions and may impose penalties on the plan sponsor as a result. These financial statements do not include any adjustments that may be necessary as a result of these transactions.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	<u>2019</u>	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 32,498,455	\$ 24,756,171
Less: Participant contributions receivable	-	(58,780)
Employer contributions receivable	<u>-</u>	<u>(16,830)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 32,498,455</u>	<u>\$ 24,680,561</u>

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2019:

Contributions received from participants per the financial statements	\$ 2,391,808
Add: 2018 participant contributions receivable	<u>58,780</u>
Contributions received from participants per Schedule H of Form 5500	<u>\$ 2,450,588</u>

The following is a reconciliation of contributions received from the employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2019:

Contributions received from the employer per the financial statements	\$ 916,924
Add: 2018 employer contributions receivable	<u>16,830</u>
Contributions received from the employer per Schedule H of Form 5500	<u>\$ 933,754</u>

NOTE 12 – SUBSEQUENT EVENTS

During March 2020, the World Health Organization identified a viral disease, COVID-19, as a pandemic. The viral disease began to disrupt business operations in the United States and worldwide during the first quarter of 2020 including supply chains, closures of certain lines of business and/or full closure of business operations. This pandemic may have a significant negative impact on the operations and profitability of the plan sponsor and the value of the Plan's investments. The extent of the impact to the financial performance of the Plan will depend on future developments, including (i) duration and spread of the outbreak, (ii) the effects on the financial markets, and (iii) the effects on the economy overall, all of which are highly uncertain and cannot be predicted.

During March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), was signed into law and includes several provisions affecting employee benefit plans. At the time of issuance of these financial statements, the plan sponsor is still evaluating the impact of these provisions.

During May 2020, WarnerMedia acquired its remaining interest in HBO Latin America Group, and now owns 100% of the Company. At the time of issuance of these financial statements, the plan sponsor does not anticipate that any changes will be made to the Plan as a result of the acquisition.

SUPPLEMENTAL SCHEDULES

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2018 Plan Year	\$ -	\$ -	\$ -	\$ 441,606
Total	\$ -	\$ -	\$ -	\$ 441,606

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

(a)	(b)	(c)	(d)	(e)
Denotes Party in Interest	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	** Cost	Current Value
*	Brokerage Link Cash	Brokerage Account	\$	7,277
*	Brokerage Link Common Stock	Brokerage Account		244,289
*	Brokerage Link Unit	Brokerage Account		4,609
*	Brokerage Link Fidelity Fund	Brokerage Account		4,445
	Baird Short-Term Bond	Value in Registered Investment Company		512,048
	Columbia Dividend Income	Value in Registered Investment Company		1,930,303
	Credit Suisse Commodity Return	Value in Registered Investment Company		77,453
*	Fidelity 500 Index	Value in Registered Investment Company		1,848,355
*	Fidelity Blue Chip Growth	Value in Registered Investment Company		3,429,488
*	Fidelity Contrafund	Value in Registered Investment Company		1,613,389
*	Fidelity Diversified International	Value in Registered Investment Company		1,704,286
*	Fidelity Extended Market Index	Value in Registered Investment Company		593,177
*	Fidelity Freedom Income	Value in Registered Investment Company		726,630
*	Fidelity Freedom 2005	Value in Registered Investment Company		40,341
*	Fidelity Freedom 2010	Value in Registered Investment Company		178,465
*	Fidelity Freedom 2015	Value in Registered Investment Company		165,689
*	Fidelity Freedom 2020	Value in Registered Investment Company		1,127,778
*	Fidelity Freedom 2025	Value in Registered Investment Company		972,698
*	Fidelity Freedom 2030	Value in Registered Investment Company		2,353,551
*	Fidelity Freedom 2035	Value in Registered Investment Company		800,364
*	Fidelity Freedom 2040	Value in Registered Investment Company		975,107
*	Fidelity Freedom 2045	Value in Registered Investment Company		543,326
*	Fidelity Freedom 2050	Value in Registered Investment Company		1,005,879
*	Fidelity Freedom 2055	Value in Registered Investment Company		218,792
*	Fidelity Freedom 2060	Value in Registered Investment Company		39,256
*	Fidelity Government Money Market	Value in Registered Investment Company		3,152,602
*	Fidelity International Index	Value in Registered Investment Company		388,957
*	Fidelity Low-Priced Stock	Value in Registered Investment Company		1,335,750
*	Fidelity Mid-Cap Stock	Value in Registered Investment Company		940,668
*	Fidelity Real Estate Investment	Value in Registered Investment Company		495,578
*	Fidelity U.S. Bond Index	Value in Registered Investment Company		1,263,239
	Glenmede Small Cap Equity	Value in Registered Investment Company		144,553
	Invesco Developing Markets	Value in Registered Investment Company		441,047
	Loomis Core Plus Bond	Value in Registered Investment Company		178,051
	Loomis Sayles Small Cap Growth	Value in Registered Investment Company		223,076
	PIMCO Real Return	Value in Registered Investment Company		177,047
	WF Government Securities	Value in Registered Investment Company		1,439,831
	WF Small Cap Admin Value	Value in Registered Investment Company		<u>168,999</u>
				31,466,393

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

(a)	(b)	(c)	(d)	(e)
Denotes Party in Interest	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	** Cost	Current Value
*	Participant loans	Interest 3.25% - 5.50% (Maturing through October 2029)		<u>1,032,062</u>
				<u>\$ 32,498,455</u>

* Denotes a party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.

See Independent Auditor's Report.

HBO Latin America 401(k) Plan

Financial Statements

December 31, 2019 and 2018



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
HBO Latin America 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of HBO Latin America 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedules of Delinquent Participant Contributions and Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2019, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PAST, P.L.

Coral Gables, Florida
August 18, 2020

HBO LATIN AMERICA 401(K) PLAN
FINANCIAL STATEMENTS
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HBO LATIN AMERICA 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	<u>2019</u>	<u>2018</u>
ASSETS		
Investments, at fair value (Notes 3 and 6):		
Mutual funds	\$ 28,053,171	\$ 21,316,928
Cash and money market funds	3,152,602	2,291,348
Self-directed brokerage accounts	<u>260,620</u>	<u>190,593</u>
Total investments	<u>31,466,393</u>	<u>23,798,869</u>
Receivables:		
Participant contributions	-	58,780
Employer contributions	-	16,830
Notes receivable from participants	<u>1,032,062</u>	<u>881,692</u>
Total Receivables	<u>1,032,062</u>	<u>957,302</u>
TOTAL ASSETS	<u>32,498,455</u>	<u>24,756,171</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 32,498,455</u>	<u>\$ 24,756,171</u>

The accompanying notes are an integral part of these financial statements.

HBO LATIN AMERICA 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2019

ADDITIONS:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 4,109,904
Interest and dividend income	<u>1,219,744</u>

Total investment income	<u>5,329,648</u>
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Interest income on notes receivable from participants	<u>39,527</u>
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Contributions:

Participants	2,391,808
Employer	916,924
Rollover	<u>104,758</u>

Total contributions	<u>3,413,490</u>
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TOTAL ADDITIONS	<u>8,782,665</u>
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DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	1,009,484
Administrative expenses	<u>30,897</u>

TOTAL DEDUCTIONS	<u>1,040,381</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	<u>7,742,284</u>
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>24,756,171</u>
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End of year	<u>\$ 32,498,455</u>
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The accompanying notes are an integral part of these financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the HBO Latin America 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(A) GENERAL

The Plan is a defined contribution 401(k) and profit sharing plan covering certain employees of HBO Latin America Production Services, L.C. (the "Company") who have completed at least three months of service and are at least eighteen years old. Effective April 20, 2018, the eligibility service requirement was eliminated and certain eligible employees will be automatically enrolled in the Plan. The Plan was established in 1998 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(B) CONTRIBUTIONS

Participants may contribute up to an annual limit of the lesser of; 50% of eligible compensation, as defined, or the annual limit as allowed by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans ("rollover"). Participants direct the investment of their contributions and corresponding employer matching contributions into various investment options offered by the Plan. Participants are allowed to designate contributions to both pre-tax and Roth 401(k) classifications.

The Company contributes a non-discretionary matching contribution in an amount equal to 80% of participant contributions, with a maximum matching contribution of \$4,000 per participant. The Company may also make annual discretionary profit sharing contributions in amounts determined by the Company. The Company made employer-matching contributions of approximately \$917,000 for the year ended December 31, 2019.

(C) VESTING

Participants are immediately fully vested in their elective deferral contributions and rollover contributions plus actual earnings thereon. Vesting on the employer's contributions is as follows:

Years of service	Percent Vested
Less than 2	0%
2	25%
3	50%
4	75%
5	100%

Participants are 100% vested, regardless of years of service, when they reach normal retirement age, are totally and permanently disabled, or death occurs.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(D) PAYMENT OF BENEFITS

Benefits are payable on termination of service due to retirement, termination, disability or death. Participants or their beneficiaries may elect to receive a lump-sum distribution as defined in the Plan document. Qualifying participants may also request a hardship distribution from the Plan, as defined by the Plan document.

(E) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeitures of terminated participants' non-vested accounts may be applied to reduce the employer's contribution obligation, if any.

(F) INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee and employer matching contributions to various investment options offered by the Plan. Participants may change their allocations on a daily basis. Fidelity Management Trust Company is the appointed trustee of the Plan's assets at December 31, 2019 and 2018.

(G) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of \$1,000 and a maximum amount of the lesser of; 50% of their vested account balance or \$50,000 reduced by the highest outstanding loan balance in your account during the prior twelve-month period. The loans are secured by the balance in the participant's account and bear interest at a fixed rate range of 3.25% - 5.50%. Principal and interest is paid ratably through periodic payroll deductions. For the year ended December 31, 2019, the Plan had approximately \$17,000 in deemed distributions as a result of delinquent notes receivable from participants.

(H) FORFEITED ACCOUNTS

At December 31, 2019 and 2018, forfeited non-vested accounts totaled approximately \$28,000 and \$54,000, respectively. Forfeited non-vested accounts are used to pay Plan expenses and to reduce the Company's discretionary contributions. During the year ended December 31, 2019, approximately \$116,000 in forfeitures were utilized to fund matching contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

(A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

(B) INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments are valued at market value based on published quotations. Quotations for marketable securities that are not published are obtained from brokerage firms by the Plan trustee. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded in the period earned. Gains and losses on securities sold or redeemed are determined on the specific cost basis.

(C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2019 and 2018, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

(D) USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

(E) PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) PLAN ADMINISTRATION AND FEES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. During the year ended December 31, 2019, approximately \$31,000 in administrative expenses were incurred by the Plan.

(G) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

(H) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 18, 2020, the date when the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2019 and 2018, Level 1 inputs were available and therefore used. No Level 2 and Level 3 inputs were used by the Plan.

Mutual Funds – The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Self-Directed Brokerage Accounts – The fair value of self-directed brokerage accounts is based on the underlying stock price or the net asset values of the investments.

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
December 31, 2019				
Mutual Funds	\$ 28,053,171	\$ 28,053,171	\$ -	\$ -
Cash and Money Market	3,152,602	3,152,602	-	-
Self-Directed Brokerage Accounts	<u>260,620</u>	<u>260,620</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 31,466,393</u>	<u>\$ 31,466,393</u>	<u>\$ -</u>	<u>\$ -</u>
December 31, 2018				
Mutual Funds	\$ 21,316,928	\$ 21,316,928	\$ -	\$ -
Cash and Money Market	2,291,348	2,291,348	-	-
Self-Directed Brokerage Accounts	<u>190,593</u>	<u>190,593</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 23,798,869</u>	<u>\$ 23,798,869</u>	<u>\$ -</u>	<u>\$ -</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2019 are reported in net appreciation in fair value of investments.

NOTE 4 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their account balance, including employer contributions.

NOTE 5 – TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

NOTE 6 – INFORMATION CERTIFIED BY THE PLAN TRUSTEE

As of December 31, 2019 and 2018, and for the year ended December 31, 2019, the plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, trustee, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

	<u>2019</u>	<u>2018</u>
Investments at fair value (Note 3)	<u>\$ 31,466,393</u>	<u>\$ 23,798,869</u>
Notes receivable from participants	<u>\$ 1,032,062</u>	<u>\$ 881,692</u>
Investment income, net	<u>\$ 5,329,648</u>	
Interest income on notes receivable from participants	<u>\$ 39,527</u>	

NOTE 7 – RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and money market funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments as they are paid through revenue sharing, rather than direct payment. Expenses paid by the Plan totaled approximately \$31,000 for the year ended December 31, 2019. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 9 – FIDELITY BONDING

The Company maintains a fidelity bond of \$3,000,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA.

NOTE 10 – RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2018, the plan sponsor did not timely remit employee contributions and loan payments in accordance with guidelines set forth by the United States Department of Labor ("DOL") and the Employee Benefits Security Administration ("EBSA"). The DOL considers the untimely remittances prohibited transactions and may impose penalties on the plan sponsor as a result. These financial statements do not include any adjustments that may be necessary as a result of these transactions.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31:

	<u>2019</u>	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 32,498,455	\$ 24,756,171
Less: Participant contributions receivable	-	(58,780)
Employer contributions receivable	<u>-</u>	<u>(16,830)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 32,498,455</u>	<u>\$ 24,680,561</u>

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2019:

Contributions received from participants per the financial statements	\$ 2,391,808
Add: 2018 participant contributions receivable	<u>58,780</u>
Contributions received from participants per Schedule H of Form 5500	<u>\$ 2,450,588</u>

The following is a reconciliation of contributions received from the employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2019:

Contributions received from the employer per the financial statements	\$ 916,924
Add: 2018 employer contributions receivable	<u>16,830</u>
Contributions received from the employer per Schedule H of Form 5500	<u>\$ 933,754</u>

NOTE 12 – SUBSEQUENT EVENTS

During March 2020, the World Health Organization identified a viral disease, COVID-19, as a pandemic. The viral disease began to disrupt business operations in the United States and worldwide during the first quarter of 2020 including supply chains, closures of certain lines of business and/or full closure of business operations. This pandemic may have a significant negative impact on the operations and profitability of the plan sponsor and the value of the Plan's investments. The extent of the impact to the financial performance of the Plan will depend on future developments, including (i) duration and spread of the outbreak, (ii) the effects on the financial markets, and (iii) the effects on the economy overall, all of which are highly uncertain and cannot be predicted.

During March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), was signed into law and includes several provisions affecting employee benefit plans. At the time of issuance of these financial statements, the plan sponsor is still evaluating the impact of these provisions.

During May 2020, WarnerMedia acquired its remaining interest in HBO Latin America Group, and now owns 100% of the Company. At the time of issuance of these financial statements, the plan sponsor does not anticipate that any changes will be made to the Plan as a result of the acquisition.

SUPPLEMENTAL SCHEDULES

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2018 Plan Year	\$ -	\$ -	\$ -	\$ 441,606
Total	\$ -	\$ -	\$ -	\$ 441,606

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

(a)	(b)	(c)	(d)	(e)
Denotes Party in Interest	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	** Cost	Current Value
*	Brokerage Link Cash	Brokerage Account	\$	7,277
*	Brokerage Link Common Stock	Brokerage Account		244,289
*	Brokerage Link Unit	Brokerage Account		4,609
*	Brokerage Link Fidelity Fund	Brokerage Account		4,445
	Baird Short-Term Bond	Value in Registered Investment Company		512,048
	Columbia Dividend Income	Value in Registered Investment Company		1,930,303
	Credit Suisse Commodity Return	Value in Registered Investment Company		77,453
*	Fidelity 500 Index	Value in Registered Investment Company		1,848,355
*	Fidelity Blue Chip Growth	Value in Registered Investment Company		3,429,488
*	Fidelity Contrafund	Value in Registered Investment Company		1,613,389
*	Fidelity Diversified International	Value in Registered Investment Company		1,704,286
*	Fidelity Extended Market Index	Value in Registered Investment Company		593,177
*	Fidelity Freedom Income	Value in Registered Investment Company		726,630
*	Fidelity Freedom 2005	Value in Registered Investment Company		40,341
*	Fidelity Freedom 2010	Value in Registered Investment Company		178,465
*	Fidelity Freedom 2015	Value in Registered Investment Company		165,689
*	Fidelity Freedom 2020	Value in Registered Investment Company		1,127,778
*	Fidelity Freedom 2025	Value in Registered Investment Company		972,698
*	Fidelity Freedom 2030	Value in Registered Investment Company		2,353,551
*	Fidelity Freedom 2035	Value in Registered Investment Company		800,364
*	Fidelity Freedom 2040	Value in Registered Investment Company		975,107
*	Fidelity Freedom 2045	Value in Registered Investment Company		543,326
*	Fidelity Freedom 2050	Value in Registered Investment Company		1,005,879
*	Fidelity Freedom 2055	Value in Registered Investment Company		218,792
*	Fidelity Freedom 2060	Value in Registered Investment Company		39,256
*	Fidelity Government Money Market	Value in Registered Investment Company		3,152,602
*	Fidelity International Index	Value in Registered Investment Company		388,957
*	Fidelity Low-Priced Stock	Value in Registered Investment Company		1,335,750
*	Fidelity Mid-Cap Stock	Value in Registered Investment Company		940,668
*	Fidelity Real Estate Investment	Value in Registered Investment Company		495,578
*	Fidelity U.S. Bond Index	Value in Registered Investment Company		1,263,239
	Glenmede Small Cap Equity	Value in Registered Investment Company		144,553
	Invesco Developing Markets	Value in Registered Investment Company		441,047
	Loomis Core Plus Bond	Value in Registered Investment Company		178,051
	Loomis Sayles Small Cap Growth	Value in Registered Investment Company		223,076
	PIMCO Real Return	Value in Registered Investment Company		177,047
	WF Government Securities	Value in Registered Investment Company		1,439,831
	WF Small Cap Admin Value	Value in Registered Investment Company		<u>168,999</u>
				31,466,393

See Independent Auditor's Report.

HBO LATIN AMERICA 401(K) PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 65-0897610
PLAN NUMBER - 001
DECEMBER 31, 2019

(a)	(b)	(c)	(d)	(e)
Denotes Party in Interest	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	** Cost	Current Value
*	Participant loans	Interest 3.25% - 5.50% (Maturing through October 2029)		<u>1,032,062</u>
				<u>\$ 32,498,455</u>

* Denotes a party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.

See Independent Auditor's Report.