

**HARRY RAMSDEN'S (RESTAURANT)
LIMITED**

Report and Financial Statements

30 September 2005



HARRY RAMSDEN'S (RESTAURANT) LIMITED

REPORT AND FINANCIAL STATEMENTS 2005

CONTENTS

Page

Officers and professional advisers	1
Directors' report	2
Statement of Directors' responsibilities	3
Independent auditors' report	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

HARRY RAMSDEN'S (RESTAURANT) LIMITED

REPORT AND FINANCIAL STATEMENTS 2005

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

C C J Copner (appointed 26 July 2005 and resigned 20 September 2005)

P Keegans (resigned 30 June 2005)

G A Cross

T C Moss (appointed 20 September 2005)

SECRETARY

T C Mason

REGISTERED OFFICE

Parklands Court

24 Parklands

Birmingham Great Park

Rubery

Birmingham

B45 9PZ

BANKERS

Bank of Scotland

116 Wellington Street

Leeds

LS1 4LT

SOLICITORS

Hamlin's

PO Box 4SQ

Roxburghe House

273-287 Regent House

London

W1A 4SQ

AUDITORS

Deloitte & Touche LLP

Chartered Accountants

Birmingham

HARRY RAMSDEN'S (RESTAURANT) LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 September 2005.

ACTIVITIES

The assets of the business were transferred to Harry Ramsden's PLC on 30 September 2003 and from that date onwards the company acted as an undisclosed agent of Harry Ramsden's PLC.

The company has not traded during the year except as an undisclosed agent for Harry Ramsden's PLC. The directors expect Harry Ramsden's (Restaurant) Limited to continue trading for the foreseeable future. At the year end Harry Ramsden's (Restaurant) Limited was an agency company of Harry Ramsden's PLC.

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year and subsequently are shown on page 1.

The beneficial interests of the directors are as follows:

	Ordinary shares of 2.5p each Compass Group PLC 30 September 2005 No.	Ordinary shares of 2.5p each Compass Group PLC 30 September 2004 No.
Ordinary shares		
G A Cross	-	390
T C Moss	-	2,134

The following Directors held share options under Executive, Long Term Bonus, Commitment and Savings Related Share Option Schemes to acquire Ordinary shares in Compass Group PLC of 2.5p each:

	2005 No.	Granted during the period No.	Exercised during the period No.	Lapsed during the period No.	2004 No.
G Cross	55,700	12,000	-	4,338	48,038
T C Moss	349,572	62,500	-	4,925	291,997

The directors had no interest in the shares of the Company or any other group company other than Compass Group PLC.

AUDITORS

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors.

Pursuant to section 386 Companies Act 1985, an elective resolution has been passed dispensing with the requirement to appoint auditors annually. Therefore, Deloitte & Touche LLP are deemed to continue as auditors.

Approved by the Board of directors
and signed on behalf of the Board


Director

HARRY RAMSDEN'S (RESTAURANT) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the company's system of internal financial controls and for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HARRY RAMSDEN'S (RESTAURANT) LIMITED

We have audited the financial statements of Harry Ramsden's (Restaurant) Limited for the year ended 30 September 2005 which comprise the profit and loss account, the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors
Birmingham

28 April 2006

HARRY RAMSDEN'S (RESTAURANT) LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 30 September 2005

	Note	2005 £	2004 £
TURNOVER	1	2,610,895	2,947,081
Transfer of beneficial interest to principal		(2,610,895)	(2,947,081)
OPERATING PROFIT BEING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION BEING RETAINED PROFIT FOR THE FINANCIAL YEAR	2	-	-

Harry Ramsden's (Restaurant) Limited is an undisclosed agent of Harry Ramsden's PLC, which is incorporated in Great Britain.

All activities derive from continuing operations.

There are no recognised gains and losses other than the result for the financial years. There have been no movements in reserves or movement in shareholder funds. Accordingly, no statement of total recognised gains or losses, movements in reserves or movement in shareholder funds is given.

The accompanying notes are an integral part of this profit and loss account.

HARRY RAMSDEN'S (RESTAURANT) LIMITED


BALANCE SHEET 30 September 2005

	Note	2005 £	2004 £
CURRENT ASSETS			
Debtors	4	2,134,104	2,134,104
CAPITAL AND RESERVES			
Called up share capital	5	5,100	5,100
Share premium account		145,000	145,000
Profit and loss account		1,984,004	1,984,004
TOTAL SHAREHOLDERS' FUNDS		2,134,104	2,134,104
ANALYSED AS:			
Equity shareholders' funds		2,129,104	2,129,104
Non-equity shareholders' funds		5,000	5,000
		2,134,104	2,134,104

The accompanying notes are an integral part of this balance sheet.

These financial statements were approved by the Board of Directors on 21/4/06.

Signed on behalf of the Board of Directors


Director

HARRY RAMSDEN'S (RESTAURANT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2005

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards and under the historical cost basis.

Harry Ramsden's (Restaurant) Limited is an agency company and as such does not bear the risks and rewards of its trade. These are borne by the principal company, Harry Ramsden's PLC.

Turnover

Turnover represents sales by the company to customers within the United Kingdom, excluding value added tax.

Pensions

The company participates in defined benefit schemes operated by Compass Group PLC. The expected cost of pensions in respect of the company's participation in the schemes is charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees based on pension costs across Compass Group as a whole. Variations from regular costs are spread over the remaining service lives of current employees in the scheme across the Compass Group. The pension cost is assessed in accordance with the Statement of Standard Accounting Practice No. 24.

Further information in respect of pensions is shown in note 6.

Related Party Transactions

The company has taken advantage of the exemption contained in FRS 8 ("Related Party Transactions") which allows it not to disclose transactions with group entities or investees of the group qualifying as related parties. There were no other transactions which would be required to be disclosed under FRS 8.

Cashflow Statement

As the company is a wholly owned subsidiary and the ultimate parent company prepares a group cash flow statement, the company is exempt from the requirement to publish a cash flow statement.

2. OPERATING PROFIT

Auditors' remuneration and director's emoluments are borne by another group company. The company does not employ any staff.

3. INFORMATION REGARDING DIRECTORS

Directors remuneration was borne by a fellow subsidiary undertaking, Harry Ramsden's PLC. The directors' did not receive any remuneration in respect of services to this company.

	2005 No	2004 No
Number of directors who are member of a defined benefit pension scheme	2	2

4. DEBTORS

	2005 £	2004 £
Amounts due from group undertakings due within 1 year	<u>2,134,104</u>	<u>2,134,104</u>

HARRY RAMSDEN'S (RESTAURANT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 September 2005

5. CALLED UP SHARE CAPITAL

	2005 £	2004 £
Authorised, called-up, allotted and fully-paid		
100 ordinary shares of £1 each	100	100
5,000 0.7% non-cumulative preference shares of £1 each	5,000	5,000
	<u>5,100</u>	<u>5,100</u>

The 0.7% non-cumulative preference shares are non-equity shares which carry an entitlement to a dividend at the rate of 0.7% per share per annum. Holders of preference shares have one vote for every share held but only on a resolution affecting the rights attached to the shares. Preference shareholders have the right on a winding-up to receive, in priority to any other class of shares, the sum of £1 per share.

The non-cumulative preference shareholders formally waived their right to receive such a dividend for the years ended 30 September 2004 and 30 September 2005.

6. PENSIONS

The company participated in the pension arrangements operated by Compass Group PLC. Within the UK there are three main arrangements:

- (i) Compass Group Final Salary Pension Plan 'the Plan'
- (ii) Compass Pension Scheme 'the Scheme'
- (iii) Compass Retirement Income Savings Plan, 'CRISP'

CRISP was launched on 1 February 2003. This is the main vehicle for pension provision for new joiners in the UK but existing members of the Plan and the Scheme will continue to accrue benefits under those arrangements. CRISP is a contracted-in money purchase arrangement whereby the Group will match employee contributions up to 6% of pay (minimum 3%).

The Plan and the Scheme are defined benefit arrangements operated on a prefunded basis. The funding policy is to contribute such variable amounts, on the advice of the Actuary, as achieves a 100% funding level on a projected salary basis. The actuarial assessments covering expense and contributions are carried out by independent qualified actuaries.

Particulars of the actuarial valuation of the schemes may be found in the Compass Group PLC financial statements.

Additional disclosures in respect of the Group's defined benefit pension schemes required under the transitional provisions of FRS 17 are set out below.

The assets and liabilities of the UK schemes operated by Compass Group PLC at 30 September 2005, excluding any transfers from Granada Group PLC Pension Scheme, show a net pension liability of £248M (2004 - £196M). As the pension scheme has members that are employed by more than one legal entity the directors do not consider that it is practical to provide the information on an individual company basis. As the assets and liabilities are not separately identifiable, the pension scheme is accounted for as a defined contribution scheme.

The pension charge for the year was £nil (2004 - £nil).

7. CONTINGENT LIABILITIES AND GUARANTEES

Under a group registration the company is jointly and severally liable for VAT due by the other companies within the group registration. At 30 September 2005 this contingent liability amounted to £45,482,000 (2004 - £37,379,000).

HARRY RAMSDEN'S (RESTAURANT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2005

8. ULTIMATE AND IMMEDIATE PARENT UNDERTAKING

The company's immediate parent company is Harry Ramsden's PLC.

The ultimate parent company and controlling party is Compass Group PLC. This is the largest and smallest group into which the company is consolidated.

The only group of undertakings for which group accounts are drawn up and of which the company is a member is Compass Group PLC. Copies of the group accounts referred to above can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

All the above-named companies are incorporated in Great Britain and registered in England and Wales.