

Annual Report and Financial Statements

Ladbroke (Rentals) Limited

For the year ended 31 December 2018



LADBROKE (RENTALS) LIMITED

STRATEGIC REPORT – FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their Strategic Report for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the Company was that of the provision of managerial and administrative services.

The Company's key financial performance indicators during the year were as follows:

	2018 £'000	2017 £'000
Profit for the financial year	615	572

Due to the limited activities undertaken by the Company no other key performance indicators are relevant.

PRINCIPAL RISK AND UNCERTAINTIES

GVC Holdings PLC reviews and evaluates key risks and uncertainties faced by the group as part of the divisional reviews undertaken at its regular board meetings. The impact of risks and uncertainties of the Company is considered as part of this review process.

The Company's principal risks arise from the carrying value of investments, and interest rates, which affect the balances with other group companies and interest due on those balances.

The Company has no other significant risks or uncertainties other than those that arise from being a part of the GVC Holdings PLC. The significant risks or uncertainties, including the Company's exposure to financial risk management and those arising from Brexit are dealt with on pages 57 to 62 presented in the Annual Report 2018 of GVC Holdings PLC.

FINANCIAL POSITION

As at 31 December 2018 the Company had net assets of £28,342,000 (2017: £27,727,000).

For and on behalf of the Board



S Smith
Director

30 September 2019

LADBROKE (RENTALS) LIMITED

DIRECTORS' REPORT – FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their Directors' Report and the Company's audited financial statements for the year ended 31 December 2018. Comparative information is presented for the year ended 31 December 2017.

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Directors:	G Mason	(Resigned 16 April 2018)
	L C Beardsell	(Appointed 16 April 2018, resigned 4 June 2018)
	S J Smith	
	C A Sutters	

Secretary : Ladbroke Coral Corporate Secretaries Limited

Registered Office: 3rd Floor, One New Change, London, EC4M 9AF

Company Number: 00408492

RESULTS AND DIVIDENDS

The financial statements for the year show a profit for the financial year of £615,000 (2017: £572,000). The directors do not recommend the payment of a dividend (year ended 31 December 2017: £nil).

FINANCIAL RISK MANAGEMENT

The Company's exposure to financial risk management is outlined in the Strategic Report.

GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

FUTURE DEVELOPMENTS

The Company does not anticipate any changes in its activity in the forthcoming year.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

GVC Holdings PLC maintains a qualifying (as defined by law) directors' and officers' liability insurance. The above named directors, (except for the corporate directors) have received an indemnity from the group to the extent permitted by law throughout the period and up to the date of signing this report. Neither the indemnity nor the insurance will provide cover in situations where a director has acted fraudulently or dishonestly.

INDEPENDENT AUDITORS

KPMG LLP was appointed as auditor during the year. Pursuant to Section 487 of the Companies Act 2006, KPMG LLP will be deemed to be reappointed and will therefore continue in office.

MODERN SLAVERY

GVC Holdings PLC and its global subsidiaries ("The Group") recognise that companies have an obligation to ensure that their business and supporting supply chains are slavery free. The Group's full modern slavery statement can be found at <https://gvc-plc.com/corporate-responsibility/modern-slavery-statement/>.

LADBROKE (RENTALS) LIMITED

DIRECTORS' REPORT – FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

For and on behalf of the Board



S J Smith
Director

30 September 2019

LADBROKE (RENTALS) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LADROEK (RENTALS) LIMITED

Opinion

We have audited the financial statements of Ladbroke (Rentals) Limited ("the company") for the year ended 31 December 2018 which comprise the Balance Sheet, the Income Statement, the Statement of Changes in Equity and related notes, including the accounting policies.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as the valuation of assets, and related disclosures, and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

LADBROKE (RENTALS) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LADROEK (RENTALS) LIMITED (CONTINUED)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Mark Flanagan (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
KPMG LLP
St Nicholas House
Park Row
Nottingham
NG1 6FQ

30 September 2019

LADBROKE (RENTALS) LIMITED**INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018**

	<u>Note</u>	2018 £'000	2017 £'000
Operating expenses		(5)	(44)
Loss before taxation and finance expense	6	(5)	(44)
Interest receivable from group undertakings		625	611
Profit before taxation		620	567
Income tax (charge)/credit	7	(5)	5
Profit and total comprehensive income for the year attributable to equity holders		615	572

All of the Company's activities are from continuing operations.

The notes on pages 9 to 13 form an integral part of these financial statements.

BALANCE SHEET AS AT 31 DECEMBER 2018

	Note	2018 £'000	2017 £'000
Non-current assets			
Fixed asset investments	8	-	-
Assets			
Current assets			
Trade and other receivables	9	28,423	27,803
Total assets		<u>28,423</u>	<u>27,803</u>
Liabilities			
Current liabilities			
Trade and other payables	10	(81)	(76)
Net assets		<u>28,342</u>	<u>27,727</u>
Shareholders' funds			
Issued share capital	11	1	1
Retained earnings		<u>28,341</u>	<u>27,726</u>
Total shareholders' equity		<u>28,342</u>	<u>27,727</u>

The financial statement on pages 6 to 13 were approved by the board of directors on 30 September 2019 and were signed on its behalf by:



S J Smith

Director

30 September 2019

LADBROKE (RENTALS) LIMITED**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018**

	Issued share capital	Retained earnings	Total shareholders' equity
	£'000	£'000	£'000
At 1 January 2017	1	27,154	27,155
Profit for the financial year and total comprehensive income	-	572	572
At 31 December 2017	1	27,726	27,727
Profit for the financial year and total comprehensive income	-	615	615
At 31 December 2018	1	28,341	28,342

The notes on pages 9 to 13 form an integral part of these financial statements.

LADBROKE (RENTALS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS – FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

1. Corporate information

Ladbroke (Rentals) Limited ('the Company') is a private company limited by share capital incorporated and domiciled in United Kingdom. The address of its registered office and principal places of business is disclosed in the Directors' Report.

The financial statement of the Company for the year ended 31 December 2018 were authorised to issue in accordance with a resolution of the directors on 30 September 2019.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards. The financial statements are prepared under the historical cost convention.

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest pound (£) except when otherwise indicated. The Company's financial statements are individual entity financial statements.

2. Basis of preparation

These financial statements were prepared in accordance with FRS 101 and Companies Act 2006. The financial statements are prepared on a going concern basis under the historical cost convention.

The accounting policies which follow in note 4 set out those policies which apply in preparing the financial statements for the year ended 31 December 2018. These policies have been consistently applied except for those newly adopted.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- a) IAS 1 Presentation of Financial Statements
- b) IFRS 7 Financial Instruments: Disclosures;
- c) IAS 7 Statement of Cash Flows
- d) IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- e) IAS 24 Related Party Disclosures
- f) IFRS 13 Fair Value Measurement

3. Key judgements and sources of estimation uncertainty

The preparation of financial information requires management to make assumptions, estimates and judgements that affect the amounts reported as assets and liabilities as at the balance sheet date and the amounts reported as revenues and expenses during the year. Use of available information and application of judgement are inherent in the formation of estimates. Actual results in the future may differ from those reported. In this regard, management believes that the accounting policies where judgement is necessarily applied are those that relate to the recoverable amount of non-current assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised. The following estimates are dependent upon the assumptions which could change in the next financial year and have a material effect on the carrying amounts of assets and liabilities recognised at the balance sheet date.

Impairment of financial assets

Financial assets are assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. For receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis.

4. Summary of significant accounting policies

4.1 Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

4.2 Financial assets

Financial assets are recognised when the Company becomes party to the contracts that give rise to them. The Company classifies financial assets at inception as loans and receivables, financial assets at fair value through profit or loss or financial assets at fair value through other comprehensive income. At 31 December 2018, the Company had only financial assets classified as loans and receivables.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. On initial recognition, loans and receivables are measured at fair value plus directly attributable transaction costs. Subsequently, such assets are measured at amortised cost, using the effective interest (EIR) method, less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest receivable in the income statement. Losses arising from impairment are recognised in the income statement in operating expenses before amortisation.

4.3 Impairment of financial assets

Financial assets are assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. For receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of receivables where the carrying amount is reduced through the use of an allowance account.

When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in the income statement

4.4 Financial liabilities

Financial liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are classified as financial guarantee contracts or loans and borrowings. The Company determines the classification of financial liabilities at initial recognition. Financial liabilities comprise other payables and interest-bearing loans, both classified as loans and borrowings.

Loans & Borrowings

Other payables are held at amortised cost and include amounts owed to group undertakings and other creditors and accruals.

4.5 Derecognition of financial assets and liabilities

Financial assets are derecognised when the right to receive cash flows from the assets has expired or when the Company has transferred its contractual right to receive the cash flows from the financial assets or has assumed an obligation to pay the received cash flows in full without material delay to a third party, and either:

- substantially all the risks and rewards of ownership have been transferred; or
- substantially all the risks and rewards have neither been retained nor transferred but control is not retained.

Financial liabilities are derecognised when the obligation is discharged, cancelled or expires.

4.6 Finance expense and income

Finance expense and income arising on interest bearing on interest bearing financial instruments carried at amortised cost are recognised in the income statement using the effective interest rate method. Finance income represents income arising principally from loans to fellow group companies.

LADBROKE (RENTALS) LIMITED**NOTES TO THE FINANCIAL STATEMENTS – FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)****5. Directors and employees**

The directors who have served during the year are also directors of other undertakings within the Group and spend an immaterial amount of their time on activities relating to the company. As such, none of their remuneration is considered to be for qualifying services to the company.

All operations of the Company are undertaken by employees of other group companies, and their respective emoluments have not been included in these financial statements.

6. Loss before taxation and finance expense

The audit fee for the Company of £1,000 has been borne by another group company (2017: £1,000)

7. Income tax (charge)/credit

a) Tax charged in the income statement	2018	2017
	£'000	£'000
Current tax	-	-
UK corporation tax	-	-
Deferred tax		
Origination and reversal of temporary differences	<u>5</u>	<u>(5)</u>
Total deferred tax	<u>5</u>	<u>(5)</u>
Income tax (charge)/credit in the income statement	<u>5</u>	<u>(5)</u>

b) Reconciliation of the total tax charge

A reconciliation of income tax credit applicable to profit before tax at the UK statutory income rate to the income tax expense for the year ended 31 December 2018 and 31 December 2017 is as follows:

	2018	2017
	£'000	£'000
Profit before taxation	620	567
Profit before taxation multiplied by standard rate of corporation tax in the UK of 19.00% (2017 – 19.25%)	118	109
Effects of:		
Group relief (claimed) or surrendered for nil consideration	(118)	(116)
Expenses not deductible for tax purposes	5	-
Transfer pricing adjustment	-	2
Total income tax (charge)/credit reported in the income statement	<u>5</u>	<u>(5)</u>

c) Changes in corporation tax

In the Budget on 16 March 2016, the Chancellor announced that the standard rate of UK Corporation Tax will be reduced from 1 April 2020 to 17%. In addition, he announced that the planned reductions in rates would be delayed and amended so that the standard rate of UK Corporation Tax will be reduced from 20% to 19% from 1 April 2017, with a further reduction to 17% from 1 April 2020.

The deferred tax assets and liabilities at the balance sheet date are calculated at the substantively enacted rate of 17%. Although the reduction to 17% is effective from 1 April 2020, this was substantively enacted on 6 September 2016.

LADBROKE (RENTALS) LIMITED**NOTES TO THE FINANCIAL STATEMENTS – FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)****7. Income tax (charge)/credit (continued)****d) Deferred Tax**

The deferred tax asset included in the Company balance sheet is as follows:

	2018	2017
	£'000	£'000
At 1 January	5	-
Deferred tax timing difference in respect of capital allowances	(5)	5
At 31 December	<u>-</u>	<u>5</u>

8. Fixed Assets Investments

	2018	2017
	£'000	£'000
<i>Financial assets at fair value through other comprehensive income</i>	<u>-</u>	<u>-</u>

The Company holds 1,000 11% redeemable non-cumulative participating preference shares of £1 each in Hindwain Limited, a fellow group company incorporated in England and Wales. These shares are not held for trading and accordingly are classified as financial assets at fair value through other comprehensive income. The cost of the shares on acquisition was £1,000. There are no voting right attributable to these shares.

Significant shareholdings in undertakings

This represents the Company's shareholding in the following company at December 2018.

Name of Company	Registered address	Nature of business	Type of shares held	% of shares held
Hindwain Limited	3rd Floor, One New Change, London, United Kingdom, EC4M 9AF	Hedging company	11% redeemable non-cumulative participating preference shares	100

9. Trade and other receivables

	2018	2017
	£'000	£'000
Amounts falling due within one year:		
Amounts owed by group undertakings	28,406	27,781
Deferred tax asset (note 7d)	-	5
Other receivables	17	17
	<u>28,423</u>	<u>27,803</u>

Amounts owed by group undertakings, are included under amounts falling due within one year where they are subject to cancellation and repayment at any time by either the Lender or the Borrower giving written notice to the other.

LADBROKE (RENTALS) LIMITED**NOTES TO THE FINANCIAL STATEMENTS – FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)****10. Trade and other payables**

	2018	2017
	£'000	£'000
Trade payables	7	7
Amounts owed to group undertakings	70	66
Other payables	1	1
Other taxes	3	2
	<u>81</u>	<u>76</u>

Amounts owed to other group undertakings are included under amounts falling due within one year as they are repayable on demand.

11. Issued share capital

	2018	2017
	£'000	£'000
Allotted, called up and fully paid: 1,000 (2017: 1,000) ordinary shares of £1 each	1	1

12. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly-owned subsidiaries.

13. Immediate and ultimate parent undertaking

The immediate parent undertaking of the Company is Ladbroke Group Properties Limited, a company registered in the England and Wales, and the ultimate parent undertaking at the year end was GVC Holdings PLC. The largest and smallest group preparing consolidated group financial statements which include the Company is GVC Holdings PLC for the year ended 31 December 2018.

Copies of the Annual Report and Financial Statements for GVC Holdings PLC can be obtained from the registered office of the company at 3rd Floor, One New Change, London, United Kingdom, EC4M 9AF.

14. Subsequent events

The Company has evaluated subsequent events for the period from 31 December 2018 to the date of signing these financial statements and deem there to have been no material subsequent events during that period.